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JOINT APPENDIX

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IN THE

SUPREME COURT OF THE UNITED STATES

OCTOBER TERM, 1974

No. 73-1933

UNITED STATES OF AMERICA,
Appellant,

v.

CITIZENS AND SOUTHERN NATIONAL BANK, et al.

On Appeal from the United States District Court for the Northern District of Georgia

JURISDICTIONAL STATEMENT FILED JUNE 24, 1974

PROBABLE JURISDICTION NOTED OCTOBER 21, 1974

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JOINT APPENDIX

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CHAMBLEE - DORAVILLE SITE SURVEY

for

CITIZENS & SOUTHERN NATIONAL BANK

ATLANTA, GEORGIA

Prepared by:

e. m. liebracher
Atlanta, Georgia

February, 1960

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CHANDLER - PRAIRIE SITE SURVEY

for

CITIZENS & SOUTHERN NATIONAL BANK

OBJECTIVE

This survey was undertaken to determine the business potential for a branch banking facility and to study the general characteristics of the area, its population distribution and the location of principal business and industrial firms.

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AREA COVERED

From a point at the intersection of Carroll Avenue and Buford Highway, a radius of approximately 2-1/2 miles was drawn. Buford Highway roughly divides this area into two parts.

The territory north of Buford Highway includes all of Chamblee and part of Doraville. This area has been designated as AREA "A".

The territory south of Buford Highway includes part of Doraville and both sides of Buford Highway. This has been designated as AREA "B".

These two areas are outlined in red on the attached map.

METHOD:

A house count was made on each street in each area. In order to evaluate the approximate economic characteristics of these houses, a very general grouping was made of the estimated value, as follows:

High	$25,000 and over
Medium	$10,000 to $25,000
Low	Less than $10,000

Small business firms were interviewed as to number of employees and present banking affiliation.

Large business firms were questioned as to payroll procedure, credit unions and suggested banking hours.

FINDINGS

There is a total of 7,945 homes in the two areas studied. Of these, 11.1% would be considered in a low income bracket. However, it should be noted that in AREA "A" where there are more business firms, the percentage of low income homes is 14.5%.

There is a total of 289 business firms employing LESS than 50 persons. Total employment for these firms is 2,306. The 21 firms employing MORE than 50 persons have a total employment of 5,517. Of this number, 3,120 are employed at General Motors.

Sears maintains a warehouse (for Kerrybrooke Fashions) in AREA "A" but no information was available from this company.

The DeKalb National Bank is about equi-distant from either area under study.

A large number of respondents expressed the urgent need for a bank in the area.

FINDINGS (Continued)

All of the 21 large firms pay their employees by check during the morning hours.

In response to a question regarding banking hours, morning hours appear to be unimportant. However, 15 of these firms suggested that late afternoon closing would be helpful.

Close at	4:00 pm	2
"	5:00 pm	7
"	6:00 pm	8
"	8:00 pm	1

COMPARISON OF 2 AREAS

It will be noted that 64% of the homes are in AREA "A", although this area has a higher percentage of low income homes than AREA "B".

Of the 92 business firms listed in AREA "B", all but 5 are located on Buford Highway.

If Buford Highway was included in AREA "A", the greatest potential of business for a new banking facility would be in AREA "A".

The following tables and exhibits are attached:

TABLE I	Shows house count by economic groups.
TABLE II	Summary of business firms in each area.
TABLE III	Banking activities of business firms in both areas.
TABLE IV	List of business firms with LESS than 50 employees in each area.
TABLE V	List of business firms with MORE than 50 employees in each area.
TABLE IV	Tabulation of payroll procedure of total firms with more than 50 employees.
MAP	Shows AREA "A" and AREA "B" outlined in red.

TABLE I

House count by Economic Group

	$ 25 000 and over	$ 10,000 to 25,000	$ 10,000 and under	TOTAL
Area "A"	596	3 772	740	5 108
Area "B"	720	1 980	136	2 837
TOTAL	1 316	5 753	876	7 945

TABLE II

Summary of all Business Firms

	Employ LESS than 50		Employ MORE than 50		TOTAL	
	FIRMS	EMPLOYEES	FIRMS	EMPLOYEES	FIRMS	EMPLOYEES
Area "A"	199	1 834	19	5 067	218	6 901
Area "B"	90	552	2	250	92	802
TOTAL	289	2 383	21	5 317	310	7 703

TABLE XXI

Banking activities of business firms

BANK AT	AREA "A"	AREA "B"	TOTAL	
DeKalb National	71	58	129	129
C&S - Main	39	4	43	
" - Lenox	2	7	9	
" - Buckhead	6	8	14	
" - Brookview		2	2	
" - Emory		1	1	
" - 10th. Street	3	1	4	73
First National - Main	38	5	43	
" - Cheshire Br.		4	4	
" - Buckhead	8	4	12	
" - Decatur	2	1	3	60
Fulton National - Main	8		8	
" - Buckhead	1	3	4	
" - Peters		1	1	
" - Decatur	2	2	4	17
Trust Co. of Georgia - Main	13	2	15	
" - Lenox		1	1	16
Bank of Georgia - Main	2	1	3	
" - Buckhead	1	1	2	5
Norcross	4	2	6	6
Duluth		1	1	1
Griffin	1		1	1
Tucker	1		1	1
Peoples	1	1	2	2
Out-of-town	6		6	
Don't know	9		9	
No account	16		16	
Refused	4		4	35

NOTE: Some firms use more than one bank.

DESCRIPTION OF BUSINESS TYPES - WITHIN FIVE MILES AREA "A"

LOC. NO.	NAME	TYPE	NO. EMPL.	BANK AT
[illegible] RD.				
[illegible]	Williams Contractors	Contractors	2	Trust Co. of Ga.
[illegible]	Atlas Mfg. Co.	Pool equip.	15	Trust Co. of Ga.
[illegible]	[illegible] of Georgia	Mfg. aluminum prod.	10	(First Natl. (C C
[illegible]	Webster Realty Co.	Warehouse	2	Out of Town
[illegible]	John W. Robinson	Feed	42	(Fulton Natl.
	Red Rose Feed Co.	Feed	-	First Natl.
[illegible] BEACHTREE RD.				
[illegible]	Doraville Shoe Shop	Shoe	1	No acct.
[illegible]	Mahaffey's Service	Service Station	1	No acct.
[illegible]	Republic Oil Refinery	Div. Offices	15	C S - 10th. St.
[illegible]	Pelfrey's Feed & Grocery	Grocery	1	No acct.
	B & A Cafe	Cafe	2	AM
[illegible]	US Post Office	Post Office	10	No acct.
[illegible]	Long & White	Plbg. contractors	20	DeKalb Natl.
[illegible]	Gallaway Hardware	Hardware	3	DeKalb Natl.
[illegible]	Doraville Auto Parts	Service Station	2	DeKalb Natl.
[illegible] RD.				
[illegible]	1/2 hr. Laundry	Laundry	2	Fulton Natl. - Buckhead
[illegible] RD.				
	Square Deal Barber	Barber	1	No acct.
[illegible] INDUSTRIAL WAY.				
[illegible]	Hill Machine Co.	Machinery	5	C S - Buckhead
[illegible]	Phillips-Brooks	Plastics	16	First Natl. - Buckhead
[illegible] INDUSTRIAL DRIVE				
[illegible]	Schering Corp.	Drug Distr.	12	C S
[illegible]	Farmer's Co.	Distr.	60	C S
[illegible]	[illegible] Products	Mfg. material	11	Trust Co. of Ga.
[illegible]	Leech-Fisher Insulating	Insulation	9	First Natl.

TABLE IV

DESCRIPTION OF BUSINESS FIRMS - LESS THAN 50 EMPLOYEES AREA "A"

ZIP. NO.	NAME	TYPE	NO. EMPL.	BANK AT
[illegible] INDUSTRIAL BLVD.				
1722	Porter Service	Service Station	3	C S - Lenox
5720	Lloyd's Garage	Auto repair	1	DeKalb Natl.
[illegible]	Klean-Rite Cleaners	Cleaners	1	DeKalb Natl.
[illegible]	[illegible] Auto Parts	Repair	2	DeKalb Natl.
[illegible]	[illegible]'s Garage	Repair	2	DeKalb Natl.
[illegible]	H. Howell Service	Service Station	3	DeKalb Natl.
	Cherokee Animal Hospital	Hospital	6	DeKalb Natl.
5712	Talbert's Beauty Salon	Beauty Salon	7	DeKalb Natl.
[illegible]	Industrial Shell	Service Station	5	Fulton Natl.
[illegible]	Armstrong Supply	Bldg. Contr.	8	First Natl.
[illegible]	Peachtree Ind. Service	Service Station	4	DeKalb Natl.
4080	Pierce's Drive-In	Restaurant	7	DeKalb Natl.
4093	Ted Tyler & Co.	Insurance	4	Enlisted
4100	Penn & Morris	C.P.A.	4	(DeKalb Natl. (First Natl. - Buckhead
4010	Cherokee Paint Store	Paints	1	C S
4015	Teddie Tunison's Motors	Used cars	2	DeKalb Natl.
	Creamwood Industry	Ice Cream	6	(First Natl. (C S
4039	Peachtree Animal Hospital	Hospital	8	DeKalb Natl.
4040	Park 'N Shop	Grocery	10	DeKalb Natl.
4065	Tastee-Freeze	Ice Cream	3	DeKalb Natl.
4075	Stevens Dist. Co.	Service Station	5	DeKalb Natl.
	Westbrook Standard	Service Station	2	Bank of Tucker
	Bar-B-Q Ranch	Restaurant	12	LN
5071	Westinghouse	Regional Office	30	DeKalb Natl.
	Peggy Ferguson	Sales Office	42	C S
	Robert Plaitt Tomco	Service Station	4	DeKalb Natl.
5231	Conn. Mutual L. Co.	Data Mktg. Center	34	C S
5275	Precision Paint Co.	Paint Mfg.	20	(C S (First Natl.
5047	Magnolia Plastics	Mfg.	10	(First Natl. - Buckhead (Bk. of Georgia - Buckhead

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DESCRIPTION OF [illegible] SERVICE - LESS THAN 50 EMPLOYEES AREA "A"

STR. NO.	NAME	TYPE	NO. E'YE.	BANK AT
[illegible] EXPRESSWAY BLVD.				
[illegible]	Liddy Moving Terms	Service Station	3	Bank of Decatur
[illegible]	Standardy	Dairy. parts	30	First Natl.
2411	Allied Van Lines	Movers	17	C.S
[illegible] RD.				
[illegible]	Standard Cap & Seal	Bottle closures	23	First Natl.
[illegible] CHAPEL RD.				
	Ark Oil Co.	Distributors	35	C.S
	Phillips Petroleum	Terminal	4	No acct.
[illegible] RD.				
[illegible]	Plantation Pipe Line	Pipe	17	Trust Co. Ga.
2418	Colonial Terminal	Gasoline	7	No acct.
	S. E. Pipe Line	Pipe line	2	No acct.
	Delta Air Lines	Fuel supply	1	No acct.
	Eastern Air Lines	Fuel supply	3	No acct.
	J. R. Tabbett	Petroleum haulers	5	Com. Tr. - Griffin
2735	Crown Central	Oil Co.	5	DeKalb Natl.
[illegible] HIGHWAY RD.				
[illegible]	Skyland Barber Shop	Barber	4	DeKalb Natl.
[illegible]	Julian's Beauty Salon	Beauty Salon	3	Fulton Natl.
[illegible]	Loyd's	Cream Shop	2	First Natl.
[illegible]	Dr. Elbert Gladden	Dentist	1	First Natl.
[illegible]	Colonial Stores	Super Market	25	DeKalb Natl.
[illegible]	Allen's 5 & 10	Variety Shop	7	First Natl.
[illegible]	Mitchell Hardware	Hardware	2	First Natl.
[illegible]	[illegible]'s Suburban	Restaurant	17	C.S
[illegible]	Lee Finance Co	Loans	2	DeKalb Natl.
[illegible]	Skyland Cleaners	Cleaners	10	DeKalb Natl.

DESCRIPTION OF BUSINESS MIX - LESS THAN 50 EMPLOYEES AREA "A"

SEL. NO.	NAME	TYPE	NO. EMPL.	NEAR AT
CLAIRMONT RD.				
2420	Skyland Pharmacy	Drugs	15	First Natl.
	Toto a Pelo	Grocery	3	First Natl.
2425	Kinnard Service	Service Station	4	C-S
2435	King Service	Service Station	2	Fulton Natl. - Decatur
2441	Clop 'N Market	Grocery	2	DeKalb Natl.
2449	The Fairway	Restaurant	5	DeKalb Natl.
2461	Dr. D. G. Davies	Dentist	2	C-S
2472	Dr. J. R. McCall	Chiropractor	5	DeKalb Natl.
2473	Dixon's Service	Service Station	3	DeKalb Natl.
2475	Louie' Drive In	Restaurant	6	D.
2481	Ma-Jak Market	Grocery	2	First Natl. - Buckhead
2479	Lanier's Barber Shop	Barber	3	DeKalb Natl.
2477	Clairmont Paint	Paints	1	DeKalb Natl.
2475	Polly Pinelchio	Pawn Shop	3	DeKalb Natl.
2483	Charleston Florists	Florist	5	First Natl.
2491	Chamblee Glass Co.	Glass	5	C-S - Jenox
2497	J. R. Mathews	Insurance	3	(C-S (First Natl.
2535	Guild Radio-TV	Repairs	1	DeKalb Natl.
2513	Morgan Drive Shop	Auto covers	2	Bank of Norcross
2525	H. W. Chastain & Co.	Brokers	2	First Natl.
2505	Clairmont Auto Service	Auto repairs	2	No seat.
2502	Clairmont Pharmacy	Drugs	25	First Natl. - Buckhead
2515	Brookhaven Plumbing Co.	Plumbing	6	Bank of Norcross
2514	Clairmont Cleaners	Cleaners	6	DeKalb Natl.
2512	Gayrene Clothing	Dept. Store	3	Refused
CLAIRMONT RD.				
2443	Klean-Rite	Cleaners	10	DeKalb Natl.
2443	Telephone Answering Serv.	Telephone serv.	2	DeKalb Natl.
2471	Southern Bell	Branch office	31	Trust Co. Ga.

SEC. NO.	NAME	TYPE	NO. EMPL.	BANK AT
[illegible] BLVD.				
5445	Daily Tire Co.	Tires	7	C&S - Buckhead
5446	Barber Shop	Barber	2	Bank of Lawrence
5447	Ivey Heating Co.	Heating Equip.	0	[illegible]
5448	Charlies Restaurant	Restaurant	6	DeKalb Natl.
5449	Richards & Changes	Attorneys	5	First Natl.
5450	Rexall Drugs	Drugs	3	C&S
5456	Charlies Barber Shop	Barber	4	No acct.
5472	Prescription Drug Store	Drugs	4	C&S
5473	Charlie [illegible]	Hardware	3	Fulton Natl.
[illegible]	Blue Top C&S	Tank	28	DeKalb Natl.
[illegible]	Thomas Barber Shop	Barber	2	DeKalb Natl.
[illegible]	Blue Ribbon Shoe Shop	Repairs	1	No acct.
[illegible]	Charlie Post Office	Post Office	44	No acct.
[illegible]	Charlies 5 & 10	Variety store	5	Fulton Natl.
[illegible]	Lang's Super Market	Super Market	4	DeKalb Natl.
5512	Gay's Hardware	Hardware	3	DeKalb Natl.
5513	Latham's Service	Service Station	5	DeKalb Natl.
[illegible] BLVD.				
5174	Chenan Supply	Building supplies	3	DeKalb Natl.
[illegible]	Clayton Millard Sales	Bicycles	6	DeKalb Natl.
[illegible]	Lewis B. Smart	Tile Distr.	6	C&S
5178	Georgia Cotton Batting	Mfg. cotton	14	First Natl.
5207	Arthur Pew Constr. Co.	Building Contr.	4	First Natl.
	Labon Constr. Co.	Pipe line contr.	15	C&S - 10th. St.
5205	Bardick Mills	Carpets	57	MK
5217	Hook & Ivey	Service Station	2	First Natl.
5277	Lewis Sales Co.	Mfg. rep.	30	Trust Co. of Ga.
5375	Wagner	Printing, labels	5	DeKalb Natl.
5519	Trigon Distr.	Wholesale gasoline	17	(C&S (First Natl.
5324	M. C. Miller	Printing	5	C&S - Buckhead
	Hostetler Feed & Flour	Flour mill	32	DeKalb Natl.
5520	Pool Equip.	Swimming pools	21	Trust Co. of Ga.

NORTH ATLANTA
CHAMBLEE
DUNWOODY
US 1 VAR

TABLE IV

DESCRIPTION OF BUSINESS FIRMS - LESS THAN 50 EMPLOYEES AREA "B"

STR. NO.	NAME	TYPE	NO. EMPL.	PARK AT
PEACHTREE HIGHWAY				
[illegible]	Dogwood Ceramic	Gift shop	5	Fulton Natl. - Decatur
[illegible]	Skyland Gulf	Service station	4	DeKalb Natl.
[illegible]	Clifton's	Nursery	3	DeKalb Natl.
[illegible]	[illegible]llace	Service station	5	C S
[illegible]	Atlantic Garden Center	Nursery	12	C S - Lenox
[illegible]	Russ Brubaker Ford	Cars	40	First Natl. - Cheshire Br.
[illegible]	Kayo Oil Co.	Service station	2	DeKalb Natl.
[illegible]	Collo's	Service station	4	First Natl. - Buckhead
[illegible]	Georgian Furniture Gallery	Furniture	9	DeKalb Natl.
[illegible]	Rainbow Grill	Restaurant	3	DeKalb Natl.
[illegible]	Clark L. Hale Plumbing	Plumbing	10	DeKalb Natl.
[illegible]	Fruit Ladies #2	Grocery	2	DeKalb Natl.
[illegible]	Dairy Queen	Ice cream bar	2	DeKalb Natl.
[illegible]	C[illegible] Chevrolet	Cars	32	First Natl. - Decatur
[illegible]	State Farm Insurance	Insurance	1	C S - Buckhead
[illegible]	Caldwell Amoco	Service station	3	DeKalb Natl.
[illegible]	McJoy's Furniture Center	Furniture	8	(C S - Buckhead (First Natl.
4277	Allgood's Sinclair	Service station	4	Fulton Natl. - Buckhead
5017	Virgil's Grills	Restaurant	7	DeKalb Natl.
5019	Dennis Food Store	Grocery	2	First Natl.
5023	Candlin's	Restaurant	7	First Natl. - Buckhead
5026	Laundromat	Laundry	1	Reserved
5027	Fabric Center	Fabrics	5	Reserved
5030	The Jumping Jack	Toys	2	First Natl. - Buckhead
5078	The Fandora Shop	Women's clothes	1	C S - Lenox
5075	Northwoods 5 & 10	Variety store	3	DeKalb Natl.
5079	Henderson's Hardware	Hardware	5	DeKalb Natl.
5081	Clark's Laundry	Laundry	2	First Natl.
5083	Dorsville Flower Shop	Florists	2	Trust Co. of Ga.
5087	Northwoods Barber Shop	Barber	4	C S
5093	Northwoods Beauty Salon	Hair stylists	4	C S
5111	William Rendl	Drugs	12	C S - Lenox

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TABLE VI

Payroll procedure for total firms and total employees

	FIRMS	EMPLOYEES
Pay by check	21	5 517
Pay weekly		
Monday	1	350
Tuesday	1	10
Wednesday	1	30
Thursday	6	460
Friday	9	3 412
Pay semi-monthly		
1st. & 15th.	9	1 010
Pay monthly		
31st.	1	25

TABLE V

DESCRIPTION OF BUSINESS FIRMS - OVER THAN 50 EMPLOYEES — AREA "A"

STR. NO.	NAME	TYPE	NO. EMPL.	BANK AT	CREDIT UNION
PEACHTREE RD.					
5114	General Electric	Switch gear	100	Out-of-town	No
5000	General Foods	Sales-Dist.	55	(Trust Co. Ga. (First Natl.	No
NE. PEACHTREE RD.					
5502	Southern Iron & Equip.	Mfg.farm equip.	50	C&S	No
5004	White Wright	Mfg.school supplies	100	(First Natl. (C&S	No
	Atlanta Envelope	Mfg.envelopes	128	(C&S (First Natl. (DeKalb Natl.	No
PEACHTREE INDUSTRIAL BLVD.					
	General Motors	Automotive	5 120	Refused	No
	General Electric	Serv.shop	105	Out-of-town	No
	John Deere	Dist.farm equip.	110	First Natl-Buckhead	No
5745	Federal Pacific Elec.	Mfg.control equip.	51	C&S	No
	Singer Sewing Mch.	Warehouse	155	C&S	No
	Eastman Kodak	Sales	87	C&S	No
	H. W. Lay & Co.	Mfg. food	450	(DeKalb Natl. (Trust Co. Ga.	Yes
	C. I. Case	Sales-farm equip.	50	(C&S (First Natl.	No
	Allis-Chalmers	Sales-tractors	52	C&S - Buckhead	No
	American Cyanamid	Chemicals	103	First Natl.	No
5200	Southeastern Greyhound	Motor reuldg.	150	C&S	Yes
JOHNSON FERRY RD.					
	Amer.Hospital Supply	Warehouse	62	(Trust Co. Ga. (Fulton Natl.	No
ROSWELL RD.					
420.7	Texaco Inc	Oil	64	First Natl.	Yes
[illegible] RD.					
4725	Eastman Kodak	Laboratory	89	C&S	No

TABLE V

DESCRIPTION OF ESTATES FILED - MORE THAN 50 DETAILERS AREA "B"

GRID.	NAME	TYPE	DETAIL.	MAIN AT	CREATE TRUST
LARGE HIGHWAY					
2479	Southern Cross Foresters	Contractors	200	C&S - 10th. St.	No
4150	Lyrburner's	Nursery	50	DeKalb Natl.	No

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STR. NO.	NAME	TYPE	NO. EMPL.	BANK AT
[illegible] ST.				
[illegible]	L & W Air Conditioning	Equip.	15	Trust Co. of Ga.
3743	Chamblee Chapel	Funeral Director	4	DeKalb Natl.
3803	Stout's Service	Bookkeeping Serv.	2	DeKalb Natl.
3748	Kitching Test	Chemicals	15	C.S - 10th. St.
3810	Lucyllen	Ceramic Shop	5	First Natl.- Buckhead
3803	N.DeKalb Office Supply	Office Supplies	4	First Natl. - Decatur
	Chamblee Tire Co.	Tires	2	U
3812	Chamblee Body Shop	Garage	2	C.S
[illegible]-[illegible] RD.				
[illegible]	Peachtree Cleaners	Cleaners	15	DeKalb Natl.
3814	Shillebury's Inc.	Furniture	10	C.S

DESCRIPTION OF BUSINESS FIRMS - LESS THAN 50 EMPLOYEES AREA "A"

SHP. NO.	NAME	TYPE	NO. EMPL.	BANK AT
[illegible]				
[illegible]	Anchor Fence	Fence	15	DeKalb Natl.
[illegible]	Butterick Patterns	Distr. off.	10	First Natl.
[illegible]	Jenkins Bros	Warehouse-valves	6	First Natl. - Buckhead
[illegible]				
[illegible]	General Tire & Rubber	Distr. & Sales	35	Refused
[illegible]	Crucible Steel Corp.	Sales	22	First Natl.
[illegible]	Tillys Sales Corp.	Wholesale sales	23	First Natl.
[illegible]				
[illegible]	Cyclone Fence Co.	Warehouse-Sales	12	C.S
[illegible]	Seiberling Rubber	Warehouse-Sales	15	C.S
[illegible]				
[illegible]	Perrier Industrial	Wholesale-auto parts	35	C.S
2100	Oglethorpe Pharmacy	Drugs	13	DeKalb Natl.
[illegible]	Oglethorpe Beauty Shop	Beauty Shop	5	DeKalb Natl.
2142	Andy's Barber Shop	Barber	3	DeKalb Natl.
[illegible]	Fletcher's Cleaners	Cleaners	1	DC
2110	Oglethorpe Laundromat	Laundry	1	DeKalb Natl.
2143	Oglethorpe 5 & 10	Variety store	2	DeKalb Natl.
2132	Big Apple	Super Market	12	Fulton Natl.
2103	Clint Perrie Texaco	Service Station	6	DeKalb Natl.
[illegible]				
	Green Circle	Grocery	2	First National
[illegible]				
3877	Triangle Refinery	Oil Co.	8	C.S - Buckhead
[illegible]				
	Amoco	Oil Co.	26	C.S
[illegible]				
	[illegible]ard Oil	Oil Co.	29	DeKalb Natl.
	[illegible] Oil Co.	Pipe Line Div.	8	Fulton Natl.

TABLE VII

Summary of all business firms - By type.

TYPE	AREA "A" FIRMS	AREA "A" NO. EMPL.	AREA "B" FIRMS	AREA "B" NO. EMPL.	TOTAL FIRMS	TOTAL NO. EMPL.
Service Stn.	20	64	21	80	41	141
Garage	14	18	5	10	19	28
Auto sales	6	62	7	90	13	152
Cleaners-Laundry.	8	44	5	24	13	68
Barber-Beauty Shop	12	40	4	11	16	51
Restaurant	10	82	7	36	17	118
Motel			2	20	2	20
Drug stores	5	58	1	12	6	70
Groceries	8	29	4	9	12	38
Supermarket	3	41	3	93	6	134
Hardware-paint	6	13	2	6	8	19
Clothing	2	3	3	12	5	15
Variety store	4	15	4	26	8	41
Florist-Nursery	1	3	5	267	6	270
Amusement			1	10	1	10
Professional-Hosp.	11	71	6	15	17	86
Insurance-Real Est.	4	16	6	32	10	48
Contractor-Builder	11	84	3	29	14	113
Household Furn.	3	60	3	20	8	80
Taxi service	1	28			1	28
Laboratory	1	69			1	69
Newspaper	1	4			1	4
Printing	5	21			5	21
P.O.-Fire Dept.	4	97			4	97
Movers	1	17			1	17
Feed proc.	1	42			1	42
Swimming pools	2	36			2	36
Sales-Distribution	23	772			23	772
Fences	1	15			1	15
Warehouse	6	245			6	245
Gas-Oil-wholesale	14	199			14	199
Mfg.-general	19	782			19	782
" -food	2	482			2	482
" -machinery	6	249			6	249
" -cars	1	3 120			3	3 120
	218	6 901	92	802	310	7 703

THE CITIZENS & SOUTHERN NATIONAL BANK
ATLANTA, GA.

DX-113

ATLANTA MAIN OFFICE

May 16, 1966

MEMORANDUM FOR: File

RE: Proposed C & S Park National Bank

I talked with Blaine Kelly today about his reviewing the draft of the lease for the proposed C & S Park National Bank, and asked what was the final outcome of conversations with him about the possibility of the C & S Park National Bank buying the building after construction (into a real estate holding company).

Blaine stated that our bank location is forward in front of a larger building with driveway going behind. The exact piece of property is very irregular, but could be separated. He stated they haven't felt or been told that this could not be done. However, in talking with folks in our Real Estate Loan Department, he stated that they inferred that an investor might take a dim view of this arrangement (relative to financing the larger building).

Apparently, this matter has been kicked around a great deal, and if plausible, a long-term lease on land can be considered, selling that building to us.

I mentioned a re-purchase agreement for them to buy the property back if we purchase the building. However, he stated that an option had been mentioned for the bank to purchase in 50 years, which was "not palatable" to him.

He stated that he would like to wait several days "until several matters jelled". At that time he may be interested in discussing with us the sale of the building.

We can follow up with him later, and in the meantime, I'm having him review the lease for the land and completed building. Lease is to be between the Citizens & Southern Holding Company and Landmark's of DeKalb, Inc.

W. Ray Walker
Vice President

cc: Messrs. Hall, Starke and Haselrig

Bank keeps and refinances repurchase in 30 yrs at an arbitrary appraised value

COPY

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BRANCH SUPERVISION - ATLANTA

April 18, 1969

MEMORANDUM TO: Warren Berry
South Expressway

Warren,

Here is a list of the organizers listed on the application of the first bank of South DeKalb which was submitted to Mr. Jackson last Friday, April 11.

E. W. Alexander, Alexander Realty Co., Decatur
J. D. Wade, Decatur
D. L. , Stone Mountain, Ga.
Carey Paul, Carey Paul Ford, Decatur
Ed Vanderelice, Glenwood Road, Decatur
Tommy Barnes, Avondale, Ga.
Joe C. Bagwall, Marietta, Ga.
Wilbur Tomberlin, Monroe Drive, Atlanta

The application was submitted for capitalization of $500,000 and only says "in the vicinity of" the I-20-Candler Road intersection. Thought you might like to have this "poop".

William L. Mathis
Vice President

cc: Ray Kerman

DX-152

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

CLAUDE L. [illegible]
BY: [illegible]

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	Civil Action No. [illegible]
	)	
THE CITIZENS AND SOUTHERN NATIONAL BANK,	)	
THE CITIZENS AND SOUTHERN EMORY BANK,	)	
THE CITIZENS AND SOUTHERN BANK OF EAST POINT,	)	
THE CITIZENS AND SOUTHERN BANK OF CHAMBLEE,	)	
THE CITIZENS AND SOUTHERN PARK NATIONAL BANK,	)	
THE CITIZENS AND SOUTHERN BANK OF TUCKER,	)	
THE CITIZENS AND SOUTHERN SOUTH DEKALB BANK,	)	
THE CITIZENS AND SOUTHERN BANK OF NORTH FULTON,	)	
THE CITIZENS AND SOUTHERN BANK OF SANDY SPRINGS,	)	
and CITIZENS AND SOUTHERN HOLDING COMPANY,	)	
	)	
Defendants.	)	

AFFIDAVIT OF WILLIAM B. CAMP,
COMPTROLLER OF THE CURRENCY

City of Washington)
)ss
District of Columbia)

William B. Camp, having been first duly sworn, deposes and says:

1.

My name is William B. Camp. I am Comptroller of the Currency of the United States of America. As such, I am charged by law with, among other duties, the supervision of national banks (that is, those banks chartered by authority of the United States of America) including specifically (i) determining whether or not a new charter should be granted to applicants desiring to form a new national bank; (ii) determining the soundness of the financial condition of existing national banks and suggesting and requiring steps to be made by such existing national banks if it is found that the financial condition of the particular national bank is not sound in all respects; and (iii) also, by Congressional mandate, I must consider the competitive implications of all mergers, branch applications and new bank charters. This, of cour

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includes anti-competitive considerations which might restrain competition. Some of these duties are exercised through delegation thereof to appropriate officials and employees of the Office of the Comptroller of the Currency, pursuant to law.

2.

I make this Affidavit for use in the above-styled action, and specifically for use in support of the motion by certain defendants that the statutory stay be lifted. I have the authority to make this Affidavit. This Affidavit is based upon information contained in the files of the Comptroller of the Currency. I have caused a search of the files relating to the organization and operation as national banks of (i) The Citizens and Southern Park National Bank ("C&S Park National"), and of the defendants now operating under State charters which were organized as national banks but have since converted to State banks, to-wit, (ii) The Citizens and Southern Bank of Sandy Springs ("C&S Sandy Springs") and (iii) The Citizens and Southern National Bank of Chamblee ("C&S Chamblee"). The statements in this Affidavit are based upon my review of relevant information from those files and, upon information and belief, the same are true and correct.

3.

Each of the three defendant banks mentioned above - C&S Sandy Springs, C&S Chamblee, and C&S Park National - were originally chartered as national banks. The charter was issued by the Office of the Comptroller of the Currency after a careful examination of, among other things, the identity of those persons applying for the charter; their business and banking experience and associations; the proposed management for the bank; the likelihood of financial success of the proposed banks; and the proposed bank's ability to serve the convenience and needs of the community in which it was to be located. In each instance, the Comptroller of the

Currency in considering the a plication was aware of, and took account of, the fact that the proposed new bank, its directors and management would be closely associated with The Citizens and Southern National Bank ("C&S National"). This fact represented a substantial favorable element in considering each of the applications. The participation of C&S National with the new bank and the availability of C&S National management to act as executive officers of the new bank was deemed to be significant and to some extent controlling in establishing that the bank would be financially successful and could serve all of the banking needs of the potential customers. The relationships between C&S and these banks, and the contributions by C&S in the form of advice and service relationships, was instrumental in the decision for approval of the original charters for these banks by the Office of the Comptroller of the Currency.

4.

While C&S Sandy Springs and C&S Chamblee operated under a national bank charter (1959-1969 and 1960-1969, respectively) and during C&S National's entire history, the Office of the Comptroller of the Currency had occasion regularly to consider the relationship between these banks and C&S National. Among other such occasions were the periodic examinations of the banks by national bank examiners. The Office of the Comptroller of the Currency was thus fully aware of the existence of the relationships between these banks and C&S National, including the various operating relationships more fully spelled out in the applications submitted on behalf of the Citizens and Southern Bank of East Point and the Citizens and Southern Emory Bank to the Federal Deposit Insurance Corporation respecting the proposed mergers of those banks with certain of the defendants named above. The Comptroller of the Currency considered that that existence of such relationships were in accordance with all applicable laws, and at no time objected to the existence of such relationship

While the Comptroller of the Currency at all times required of these banks, their management and their directors that all necessary operational and fiduciary responsibilities required by law in connection with the existence of these banks as separately chartered banks be adhered to, the Comptroller of the Currency understood that one of the purposes for establishing these banks was to make available to the management of these banks C&S expertise in certain portions of the Atlanta metropolitan area where C&S, by reason of Georgia branch banking laws, could not establish its own operations.

5.

I am familiar with the current financial condition of C&S Park National and in particular with its capital structure. In the opinion of the Office of the Comptroller of the Currency, C&S Park National should, in accordance with sound banking practice, increase its capitalization by an additional $500,000. This recommendation has been made to management at C&S Park National. The only reason that, today, such a recommendation has not been more formally pressed has been the anticipation that C&S Park National would merge into C&S Emory.

6.

I have read the Stipulation and Supplemental Stipulation submitted to the Court by the defendants. In the event the statutory stay is lifted and the correspondent associate banks allowed to merge as requested but the Court should ultimately order divestiture, an application for a national bank charter to operate one or more new banks as set forth in the aforesaid Stipulations would receive consideration by this Office. Assuming proposed stockholders in a new bank to be organized to take

over the offices involved were qualified in terms of character, ba[illegible] and banking associations, etc., such application would have the advantage of the fact that the Comptroller of the Currency is familiar with the capabilities and potential for business of these existing offices, there being a record upon which to make that judgment by reason of their prior operation as separately chartered banks. Furthermore, such application for a national charter would be considered in light of the commitments made by C&S in the Stipulations, commitments which would make more likely the ability of a new bank to operate in a financially sound condition and to service the needs of bank customers and the community. On the other hand, if the banks are not allowed to be merged it is my opinion that C&S Park National will face significant operating problems, and, in all probability, the only practical solution would then be an "emergency" merger with another bank.

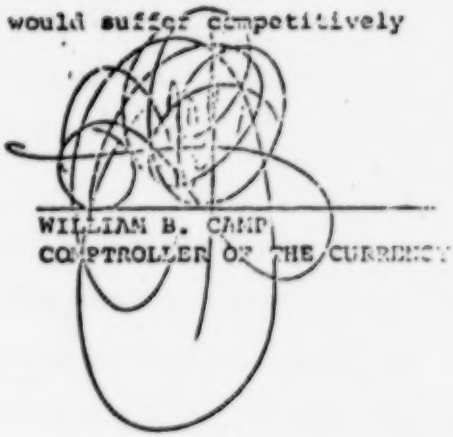
7.

It is my further opinion that if the statutory stay is not lifted and if the mergers are not allowed to be consummated, public confidence in these five small banks will be lessened, management initiative will be chilled and ultimate viability of the banks will be threatened. If, thereupon the mergers are ultimately denied, and C&S ordered to withdraw its support, it is my opinion that these five small banks will be in difficulty, compounded by withdrawal of C&S leadership and the large diversity of stock ownership among the banks . . . . whereas granting the motion to lift the stay and implementation of the plan of divestiture (should the mergers be denied) would enhance their potential for success, since among other things, they could be organized in fewer more efficient

units and stockholder cohesion would promote effective leadership.

6.

The other four banks (C&S Chamblee; C&S South DeKalb; C&S North Fulton, C&S Sandy Springs) involved in the mergers are not presently national banks, but on the basis of past knowledge gained in the industry it is my opinion that if the Court rules against such mergers and orders severance with C&S, these banks would suffer competitively and have management problems.



WILLIAM B. CAMP
COMPTROLLER OF THE CURRENCY

Dated: February 8, 1972

Subscribed and sworn to before
me this 8th day of February 1972.

Notary Public

My Commission Expires May 31, 1972

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DX-266

THE CITIZENS AND SOUTHERN

BANK OF EAST POINT

DX-266

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The Citizens and Southern Bank of East Point
2833 Main Street, East Point, Georgia

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INTRODUCTION TO APPLICATION

A. Introductory statement is in order because this is not the usual of the mill Application.

This Application asks approval for the Citizens and Southern ("C&S") Bank of East Point to acquire the assets of the C&S Bank of Sandy Springs and the C&S Bank of North Fulton —all in Fulton County (outside of the City of Atlanta), Georgia. It is a companion to the Application of The C&S Emory Bank to acquire the assets of C&S Bank of Chamblee, C&S Bank of Tucker, C&S South DeKalb Bank, and C&S Park National Bank —all in DeKalb County, Georgia.

As the names suggest, this is a family affair—it is not the typical acquisition contemplated by the Bank Merger Act of 1966 or by any of the antitrust laws. It is the product of the sequence of circumstances:

(1) In the 1960's, branch banking in Georgia was restricted within municipal and village limits.

(2) The artificiality of that limitation was pronounced in the metropolitan Atlanta area, where the convenience and needs of the community at large demanded full service banking over the entire area—especially over all of Fulton and DeKalb Counties.

(3) To meet these needs and to supply C&S full service banking to those who sought it, the C&S Holding Company joined hands with business leaders in the various communities to give birth to C&S Sandy Springs and C&S North Fulton.

(4) These local business leaders supplied needed sponsorship and attracted shareholders and customers; C&S Holding made the 5% share investment permitted by law and supplied the heart of banking, C&S style, to-wit: Experienced, responsible

management, staff and employees trained in the C&S system; latest equipment, methods and know-how; accounting services and up-to-date systems; back-up lending capacity; coordinated community-wide C&S advertising program—in short, the total metropolitan banking capacity the communities had asked for. These new banks became known as "correspondent associates" to reflect the closeness of the relationship.

(5) The shareholders and customers of the correspondent associate banks were attracted and are retained by the sponsorship of C&S Holding Company; the closeness of the correspondent associate relationship within the C&S system and the supply of active management by C&S Holding. They have anticipated the perfection of ownership by C&S Holding as applicable laws permit . . . . C&S Holding has granted use of its name and has furnished these services, management and direction in reliance upon their being sought and followed and upon fulfillment of ownership as applicable laws permit . . . . . The sponsorship, name, services, management and direction have been furnished, used and followed and as a result the correspondent associate banks are virtually operated and directed as de facto branches in the C&S system. Stockholders, customers and competitors have recognized that fact.

(6) Through the 1960's the correspondent associates, along with the C&S National Bank and the whole C&S family, have supplied the best of banking services in their areas—limited and restrained only by the very legal artificialities that caused their creation.

(7) Effective January 1, 1971, branch banking is to be permitted countywide in Georgia, and so the de facto arrangements of the 1960's may become the de jure adoptions of 1971. Had the law been otherwise in the 1960's, the original arrangements would have been de novo branches of C&S Bank of East Point.

It is relevant to note that the two major competitors of the C&S in Atlanta, to-wit: Trust Company of Georgia and First National Bank of Atlanta, have experienced precisely the same history, for precisely the same reasons, and have filed or are filing precisely comparable applications with the Federal Reserve System and the Comptroller of the Currency, respectively. It is also relevant to our Application to note that the same sequences occurred in Richmond County with Georgia Railroad and Banking Company.

Finally, it is entirely relevant to note that all of the major banks competitive with C&S in Fulton and DeKalb Counties are applying for de novo branches to meet the convenience and the needs of the communities outside present city limits.

Considered together then, the acquisitions contemplated by this Application can produce no anti-competitive results under the Bank Merger Act or under any of the antitrust laws since no change is contemplated—except as to form. No competition now exists between C&S Bank of East Point and the two correspondent associate banks involved, and so no competition can be eliminated. The same relationship will continue so far as competitive factors with other banks and financial institutions and customers are concerned. The only change will be the simplification of these relationships.

Thus we ask favorable treatment of the Application—to perfect and fulfill the efforts we made in the 1960's to respond to the calls and give full service banking to the metropolitan Atlanta communities outside the city limits of Atlanta, Decatur and East Point and to make the stockholders of those fine little banks full-fledged stockholders of the C&S National—a fulfillment made possible for the first time by permitted countywide branch banking in 1971.

APPLICATION

TO THE FEDERAL DEPOSIT INSURANCE CORPORATION

by

The Citizens and Southern Bank of East Point
(Name of Applicant Bank)

2833 Main Street, East Point, Georgia
(Address)

FOR PRIOR WRITTEN CONSENT TO EFFECT A MERGER OR OTHER TRANSACTION PURSUANT TO SECTION 18(c) OF THE FEDERAL DEPOSIT INSURANCE ACT, AND INCIDENT THERETO, TO ESTABLISH A BRANCH OR BRANCHES UNDER SECTION 18(d) OF THE FEDERAL DEPOSIT INSURANCE ACT

* * * * *

The original and thirteen copies of this application and all documents, schedules, and exhibits are to be filed with the Supervising Examiner of the Federal Deposit Insurance Corporation of the District in which the head office of the Applicant Bank is located. Inquiries concerning the preparation of the application, schedules, and exhibits should be directed to that office.

The Federal Deposit Insurance Corporation reserves the right to require such additional information as it may deem necessary with respect to any matters in connection with this application, and also the Applicant Bank may supplement the data asked for, if desired. Although final action on an application will not be taken by the Federal Deposit Insurance Corporation until the State Banking Authority of the State in which the Applicant Bank is located has approved or expressed its intent to approve the proposed transaction, the filing of an application need not be delayed awaiting such action by State Authorities.

The Federal Deposit Insurance Corporation will furnish a form of notice and advise the Applicant Bank as to the appropriate intervals for publication of such notice under the requirements of Section 18(c) of the Federal Deposit Insurance Act, as amended. (12 USC 1828(c)). This subsection of the Federal Deposit Insurance Act is printed on the following page.

Section 18(c) of the Federal Deposit Insurance Act
(As Amended)

"Without prior written consent by the Corporation, no insured bank shall (1) merge or consolidate with any noninsured bank or institution or convert into a noninsured bank or institution or (2) assume liability to pay any deposits made in, or similar liabilities of, any noninsured bank or institution or (3) transfer assets to any noninsured bank or institution in consideration of the assumption of liabilities for any portion of the deposits made in such insured bank. No insured bank shall convert into an insured State bank if its capital stock, or its surplus will be less than the capital stock or surplus, respectively, of the converting bank at the time of the shareholders' meeting approving such conversion, without prior written consent by the Comptroller of the Currency if the resulting bank is to be a District bank, or by the Board of Governors of the Federal Reserve System if the resulting bank is to be a State member bank (except a District bank), or by the Corporation if the resulting bank is to be a State nonmember insured bank (except a District bank). No insured bank shall merge or consolidate with any other insured bank or, either directly or indirectly, acquire the assets of, or assume liability to pay any deposits made in, any other insured bank without the prior written consent (i) of the Comptroller of the Currency if the acquiring, assuming, or resulting bank is to be a national bank or a District bank, or (ii) of the Board of Governors of the Federal Reserve System if the acquiring, assuming, or resulting bank is to be a State member bank (except a District bank), or (iii) of the Corporation if the acquiring, assuming, or resulting bank is to be a nonmember insured bank (except a District bank). Notice of any proposed merger, consolidation, acquisition of assets, or assumption of liabilities, in a form approved by the Comptroller, the Board, or the Corporation, as the case may be, shall (except in a case where the furnishing of reports under the seventh sentence of this subsection is not required) be published, at appropriate intervals during a period (prior to the approval or disapproval of the transaction) at least as long as the period allowed under such sentence for furnishing such reports, in a newspaper of general circulation in the community or communities where the main offices of the banks involved are located (or, if there is no such newspaper in any such community, then in the newspaper of general circulation published nearest thereto). In granting or withholding consent under this subsection, the Comptroller, the Board, or the Corporation, as the case may be, shall consider the financial history and condition of each of the banks involved, the adequacy of its capital structure, its future earnings prospects, the general character of its management, the convenience and needs of the community to be served, and whether or not its corporate powers are consistent with the purposes of this Act. In the case of a merger, consolidation, acquisition of assets, or assumption of liabilities, the appropriate agency shall also take into consideration the effect of the transaction on competition (including any tendency toward monopoly), and shall not approve the transaction unless, after considering all of such factors, it finds the transaction to be in the public interest. In the interests of uniform standards, before acting on a merger, consolidation, acquisition of assets, or assumption of liabilities under this subsection, the agency (unless it finds that it must act immediately in order to prevent the probable failure of one of the banks involved) shall request a report on the competitive factors involved from the Attorney General and the other two banking agencies referred to in this subsection (which report shall be furnished within thirty calendar days of the date on which it is requested, or within ten calendar days of such date if the requesting agency advises the Attorney General and the other two banking agencies that an emergency exists requiring expeditious action). The Comptroller, the Board, and the Corporation shall each include in its annual report to the Congress a description of each merger, consolidation, acquisition of assets, or assumption of liabilities approved by it during the period covered by the report, along with the following information: the name and total resources of each bank involved; whether a report has been submitted by the Attorney General hereunder, and, if so, a summary by the Attorney General of the substance of such report; and a statement by the Comptroller, the Board, or the Corporation, as the case may be, of the basis for its approval. No insured State nonmember bank (except a District bank) shall, without the prior consent of the Corporation, reduce the amount or retire any part of its common or preferred capital stock, or retire any part of its capital notes or debentures."

APPLICATION

The Citizens and Southern Bank of East Point (Name of Applicant Bank) East Point, Georgia (City and State)

hereby applies to the Federal Deposit Insurance Corporation, pursuant to Section 18(c) of the Federal Deposit Insurance Act and the attached certified copies of resolutions adopted by the Boards of Directors of the participating banks, for prior written consent to acquire the assets of, and to assume liability to pay deposits made in the following other Banks:

The Citizens and Southern Bank of Sandy Springs	Sandy Springs (Unincorporated Fulton County, Georgia
The Citizens and Southern Bank of North Fulton	Roswell, Georgia

under the Charter of

Applicant

and with the Title

The Citizens and Southern Bank of East Point

Application is also made, pursuant to Section 18(d) of the Federal Deposit Insurance Act, for written consent to the establishment of branches at the following locations occupied by the head office and branches or to be occupied by approved branches of

the Other Banks listed hereinabove

The Citizens and Southern Bank of Sandy Springs
(Main Office) 6075 Roswell Road, N.E., Sandy Springs
The Citizens and Southern Bank of North Fulton
(Main Office) 1155 Alpharetta Road, Roswell

There also are attached, and made a part of this application, a copy of the agreement between the participating banks relating to the proposal which provides the basis of this application, and supplementary statements, schedules and exhibits relative to the factors which the Federal Deposit Insurance Corporation and other Federal agencies are required to consider under the provisions of the Federal Deposit Insurance Act.

The Applicant Bank represents that the information contained in this application is true and complete to the best of its knowledge and belief.

Executed this _____ day of _____, 1970.

The Citizens and Southern Bank of East Point
(Name of Applicant Bank)

(SEAL)

By _____
(Authorized Officer)

Attest:

_____
(Cashier)

[illegible] the reasons and negotiations which led to the filing of this application, and explain fully the extent or [illegible] or management of the participating banks.

See Financial History and Condition - General Information.

Has any consideration, monetary or otherwise, been paid, given, or offered to any stockholder, director, or officer of either of the participating banks as compensation or inducement for assistance in consummating the proposed transaction? If so, give full details and reasons therefor.

No.

The desired effective date for the transaction is January 4, 1971. (In selecting this date, take into consideration the requirements of Section 18(c) of the Federal Deposit Insurance Act relating to publication of notice of the proposed transaction.)

(1) FINANCIAL HISTORY AND CONDITION

Information provided by the Applicant should include the date of primary organization of each participating bank, and in chronological order with respect to each such bank the date of any reorganization, merger, consolidation, acquisition of assets, or assumption of deposit liabilities occurring during the past ten years, and the name and location of the head office and branches, description of area served, type of business conducted, total loans, and total deposits of each bank which discontinued operations as a result of such transactions.

Dates of Primary Organization.

The Citizens and Southern Bank of East Point - November 12, 1948
The Citizens and Southern Bank of Sandy Springs - May 13, 1960
The Citizens and Southern Bank of North Fulton - June 10, 1967

Other Acquisitions, etc.

None of the participating banks have within the past ten years participate in any other acquisition, merger, etc.

General Information

The Citizens and Southern Banks

Branch Banking Laws of the State of Georgia and Their Effect Upon Extension of Citizens and Southern Banking Services in the Atlanta Area

A. Georgia Laws Relating to Branch Banking 1919-1960.

The proposed acquisitions by The Citizens and Southern Emory and East Point Banks of substantially all of the assets and assumption by them of all deposit liabilities of, respectively, the Citizens and Southern Banks of Chamblee, Tucker, South DeKalb, and The Citizens and Southern Park National Bank, and The Citizens and Southern Banks of Sandy Springs and North Fulton affect most directly the Atlanta metropolitan trading area. The effects and benefits of this transaction are discussed in some detail later in this Application. It is essential, however, in understanding the reasons for the proposed transaction and in measuring its effects first to review the history of the laws of the State of Georgia which deal with branch banking. The current banking picture in the Atlanta area is basically a reflection of the history of the branch banking laws of the State of Georgia, and of the Citizens and Southern system's attempt to fulfill its corporate policy of furnishing a full range of banking services in all those areas of the State which, by reason of business and population expansion, require the presence of active and

competitive commercial banking alternatives to maintain and give impetus to the growth of their economies.

At the heart of the Citizens and Southern system is The Citizens and Southern National Bank. The Citizens and Southern National Bank was formerly The Citizens and Southern Bank (a Georgia banking corporation) which resulted from the merger in 1906 of the Citizens Bank of Savannah and the Southern Bank of Georgia. The principal office of the resulting banking institution was at that time in Savannah, Georgia. From 1906 through 1927, The Citizens and Southern Bank (as a state bank) established one or more branches in Athens, Atlanta, Augusta, Macon and Valdosta, Georgia. In 1927, the state bank, The Citizens and Southern Bank, was converted into The Citizens and Southern National Bank (hereinafter referred to as "C&S National"). The Citizens and Southern National Bank continued the previously established branches of The Citizens and Southern Bank. C&S National's home office has remained in Savannah, although its principal executive office is now located in Atlanta.

The Citizens and Southern Bank had been able to establish these branches because there was no legal restriction whatsoever on branch banking in Georgia prior to 1919, when the first comprehensive state banking law was adopted (Ga. Laws 1919, pp. 135, et seq.). The 1919 statute established no geographical limitations, but did set standards for the establishment of branch banks, subject to determination by the State Superintendent of Banks.

The year 1927 is a key year in the history of branch banking in the State of Georgia. In that year, the Georgia

Legislature passed a statute which prescribed the method of operation of branch banks already established and prohibited absolutely the establishment of new or additional branch banks thereafter. The Citizens and Southern (sometimes hereinafter referred to as "C&S") banking system therefore, as well as other banking institutions in the State of Georgia, were after the 1927 statute "frozen" into the alignment of offices which had been established prior to 1927—even though the population of Georgia continued to grow and shift from one location to another, and within the various communities.

Facing the restrictions placed upon branching in 1927, and to meet emerging community needs for banking services, three bank holding companies were created in the State of Georgia during the period from 1927 through 1929. These were (1) the Citizens and Southern Holding Company (hereinafter referred to as the "C&S Holding Company"), which is still actively in business today; (2) Trust Company of Georgia Associates (the holding company of Trust Company of Georgia, a major Atlanta-based bank), also today active in the State of Georgia, with affiliated banks in the cities of Augusta, Columbus, Macon, Savannah and Rome, and in unincorporated DeKalb County; and (3) Hamilton National Associates (a holding company of the Hamilton National Bank of Chattanooga, Tennessee, which today maintains an interest in one Georgia bank located in North Georgia close to the Tennessee line).

The primary business purpose of the Citizens and Southern Holding Company during the years 1927 through 1929 was to afford a means of carrying out The Citizens and Southern

National Bank's corporate policy dedicated to the proposition that banking is, in the first instance, a public service. Through December of 1929, the activity of the Holding Company was limited to the acquisition of four state banks in smaller communities of Georgia—Dublin, Thomaston, Albany, and LaGrange. With the exception of the bank in LaGrange, each of these banks was acquired by the Holding Company in order to make banking services available in Georgia communities formerly served by banks which had failed.[1] The bank in LaGrange was acquired from family owners desirous of selling in order to enter other business. Each of these banks is still owned and operated by the Holding Company today.

In 1929, the Georgia Legislature dealt again with branch banking, in three statutes passed at that time. The (1) first statute allowed the creation of new branch offices in cities having a population not less than 80,000 nor more than 125,000, by banks having their home office in such cities. (2) The second provided that banks having their home office in municipalities with a population of not less than 200,000 might establish branch offices in those municipalities.[2] The (3) third statute, though not in terms a banking statute, provided for extension of the city limits of the City of Atlanta to include as "boroughs" of Atlanta, the communities of East Point, Hapeville, College Park (all in Fulton County); and Decatur, and Avondale Estates (in DeKalb County). Each of the latter five communities was at that time, and is now, a "suburb" of the City of Atlanta. Addition of the population of the City of Atlanta with the boroughs of East Point, Hapeville, College

Park, Decatur, and Avondale Estates, according to the 1930 Census, totalled in excess of 200,000. Pursuant to the 1929 law, the First National Bank of Atlanta and the Fulton National Bank of Atlanta (each having its home office in the City of Atlanta) established branch offices in the "borough" of Decatur and thus operate directly their own offices today in DeKalb County, the Georgia county with greatest recent population growth. C&S National, although it had at the time three branch offices in Atlanta proper, was not, under the terms of the new law, able to establish additional banking offices in Atlanta, since the home office of C&S National remained in Savannah. (It should be noted that the 1929 statute including in the City of Atlanta as boroughs the various suburbs noted above was repealed in 1931.)

Prior to the 1927 statute, of course, branch banks (that is to say, an office in one community of a bank whose home office was elsewhere) were on an equal competitive basis with "home office" banks in the same city. Thus, C&S National at that time was on an equal competitive footing in Atlanta through its Atlanta branch, with the various banks having their home offices in Atlanta. All this was changed by the 1927, and more particularly, by the 1929 statutes, which remained in effect until 1960.

As the economy of the State of Georgia grew, and the demand for banking services increased in metropolitan communities through the state, C&S National could not compete adequately with banks which, by accident of history, had their home offices in cities other than Savannah. This situation

was particularly acute in the fast growing metropolitan areas, especially where growth typically occurred outside the corporate limits of the municipality involved. If the C&S system were to grow in order to meet the needs of the State of Georgia, it could, and did, grow only through utilization of C&S Holding Company.

B. Extension of Citizens and Southern Services in the Atlanta Area, 1929-1960.

(1) The City of Atlanta.

A characteristic example of the efforts undertaken by the C&S system to meet the convenience and needs of a given metropolitan area is the history of the C&S National and the Holding Company in the Atlanta area. It has already been noted that for a time at the end of the 1920's, some of the home office Atlanta banks were able to establish direct branches in the suburbs of Atlanta, including Decatur. After 1929, the Fulton National Bank, Trust Company of Georgia, First National Bank of Atlanta and the Bank of Georgia (now National Bank of Georgia), major banking competitors of the C&S National all having their principal office in Atlanta, also undertook the establishment of new offices throughout the City of Atlanta proper. The C&S National, on the other hand, was unable to establish any additional banking offices in the City of Atlanta (or any other city except Savannah, for that matter) and thus found itself in an adverse competitive situation.

In the Atlanta area, therefore, C&S National by 1948 found itself locked in to the then rather restrictive

corporate limits of Atlanta, as the population of that city grew and moved away from the "center city," and, within the city itself, limited to its three branches established prior to 1927, all of which were located in the downtown area. In order that the C&S system could offer its banking services at other locations in the populous areas to the north of Atlanta, C&S Holding Company acquired in 1949 more than ninety per cent of the stock and control of the Citizens and Southern Bank of Atlanta and, thereafter, of the Citizens and Southern Buckhead Bank in 1951 (both of which were established, state-chartered banks). These banks were operated as part of the C&S system. Their customers had access to the technical services and facilities of C&S National. Management of the two banks was drawn from the staff of C&S National and could call upon the banking resources of C&S National. Later, these two "suburban" banks were merged. In the 1950's the city limits of Atlanta were extended to include the areas in which the resulting bank was located, and in 1960, laws making it possible for C&S National to operate offices in those areas were adopted. The "suburban" Holding Company Atlanta bank was thus merged into the C&S National Bank and its offices became offices of the C&S National branch located in the City of Atlanta.

(2) Extension of Citizens and Southern Services to Other Communities in Fulton and DeKalb Counties, 1929-1960.

Outside the city limits of Atlanta proper as they were extended over the years, the C&S System, through the Holding Company, undertook the management of three additional

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affiliate banks in the Atlanta metropolitan area—East Point, Emory and DeKalb. These banks were located in communities having separate and distinct identities of their own—being primarily residential and small business towns or villages where residents and businesses had need of increased banking facilities to meet their needs. Two of these communities are in DeKalb County, and one in Fulton County. This Holding Company growth was permissible under the Georgia laws relating to branch banking, which at the times involved placed no restrictions on bank holding company expansion. In 1956, however, the Georgia Legislature passed a Bank Holding Company Act, freezing and limiting Georgia bank holding companies to the future acquisition of only 15% ownership in banks, and in 1960 a further limiting law was passed reducing permissible ownership a holding company could acquire in banks other than those it controlled to 5%. This latter Act is in effect today. Consequently, since 1956 the C&S System has been unable to expand by means of direct ownership of local banks by the Holding Company.

a. The Citizens and Southern Bank of East Point. This bank was the outgrowth of a series of unfortunate economic experiences on the part of a group of banks in the area of East Point, Georgia. The bank was chartered in 1946 as East Point Commercial Bank, and its assets and liabilities were in turn assumed in 1947 by the newly formed First National Bank of East Point. Thereafter, in November, 1948, when the "group" effort began to encounter difficulties, the Holding Company acquired an interest in the bank and ultimately expanded

this to approximately 90% of the stock of what is now the Citizens and Southern Bank of East Point.

East Point, Georgia has been an incorporated municipality, and a major growth area in Fulton County south of Atlanta—indeed, the City of East Point is now the seventh largest city in the State of Georgia, even though it is thought of as an Atlanta suburb. The Holding Company acquired its interest in the Citizens and Southern Bank of East Point in order adequately to serve an area of Fulton County which, though not initially growing as fast as Atlanta or the DeKalb suburbs, encompassed a significant residential and business community. As in the case of the suburban Atlanta banks in which interest was obtained by the Holding Company as set forth above, the Holding Company was used by the C&S system in the case of East Point for the purpose of extending C&S services to residents and businesses in an area of Atlanta where the National Bank itself was prohibited from operating directly.

b. The Citizens and Southern Emory Bank.

Citizens and Southern Emory Bank is a banking corporation organized in 1950 under the laws of the State of Georgia, all of whose stock (save for directors' qualifying shares) was subscribed for initially and has been held since then by the Holding Company. The C&S Emory Bank is located in a community of DeKalb County which has historically been a center of residential and academic growth near Atlanta. Again, however, Georgia laws regarding branch banking prohibited the National Bank from providing banking services to residents of this

community. Utilization of the Holding Company was once again the answer.

As the community has grown, and as authorized by rulings of the State Banking Superintendent with respect to the limits of the unincorporated "village" of Emory, the Citizens and Southern Emory Bank has established two additional banking offices—one in 1964 and the second in 1968. In this way, the Citizens and Southern System has been able to serve not only the community as it originally existed, but also the expanding shopping and retail business areas in the vicinity as well.

c. The Citizens and Southern DeKalb Bank.

This bank was chartered in 1948 and opened for business in August of 1949 as The Citizens Bank of DeKalb. The bank was located in the incorporated municipality of Avondale Estates, in DeKalb County. Avondale Estates was, and is, a small residential community with a central shopping district, surrounded by residences and some small businesses. The bank encountered business difficulty, and the Holding Company was offered the chance to acquire a substantial interest in the expectation that operation by the Holding Company would better serve the banking needs of the Avondale Estates community and, in 1954, the Holding Company acquired an interest of approximately 90%, and the bank's name was changed to The Citizens and Southern DeKalb Bank. Thereafter, the bank was operated as a part of the C&S system through the Holding Company.

By 1968, the character of the Avondale Estates community and its surrounding area had changed to a decidedly

more shopping center-apartment-subdivision nature than had previously been the case. Since Avondale Estates was incorporated, the Citizens and Southern DeKalb Bank could not locate banking offices outside its municipal limits, and this proved to be a substantial inconvenience for residents and businesses in the area. This problem was alleviated in 1968, when legislation was enacted changing the municipal boundary, with the result that the Citizens and Southern DeKalb Bank thereafter was located outside Avondale Estates. This made it possible for the Citizens and Southern DeKalb Bank to merge with the Citizens and Southern Belvedere Bank, a state bank organized as a "correspondent associate" (see below) with the cooperation of the C&S system for the purpose of serving the newly opened Belvedere Shopping Center and surrounding areas. At the time of this merger, the bank continued under the name of The Citizens and Southern DeKalb Bank, and it presently operates two offices.

(3) Extension of Citizens and Southern Banking Services in the Atlanta Area After 1960.

After 1960, the Georgia laws regarding branch banking and bank holding company operation were such that, in the Atlanta area, the Citizens and Southern system could not operate its own offices (either offices of the National Bank or offices of the Holding Company affiliates in Atlanta and Fulton County described above) except within the City of Atlanta itself; within the City of East Point; within the incorporated municipality of Avondale Estates, and within the village of the community known as Emory (the limits of which

had been set by the Superintendent of Banking according to Georgia law). Given the relatively small areas of Fulton and DeKalb Counties occupied by Atlanta and the three communities other than Atlanta (and the extremely small area of DeKalb County included within the city limits of Atlanta) as compared to the great size of that portion of Fulton and DeKalb Counties located outside these communities, the consequence was that the C&S system was unable to offer banking services to most of Fulton and DeKalb Counties. And it was in 1960 that the remarkable growth of just this part of the Atlanta metropolitan area began in earnest. For instance, the population of DeKalb County has increased from 256,782 in 1960 to 414,085 in 1970. Fulton County has grown from 556,326 in 1960 to 596,700 in 1970, substantially all of this growth coming in areas located outside the City of Atlanta. Most of this growth was in the form of light industry, shopping centers, and office parks in the business sectors, together with subdivisions and apartment complexes in the residential sectors. This mix of growth, if it were to continue and if the prosperity of the Atlanta metropolitan area were to be maintained, required that the full range of banking services available from the C&S system be offered there. Local identification was in many ways important, but C&S felt that the remarkable expansion and prosperity of the Atlanta area outside the City could be maintained only if the full range of C&S services were available there.

C&S, therefore, in 1960 initiated a program of working in cooperation with local residents to establish C&S "correspondent associate" banks in areas where the convenience

and needs of the communities involved required the availability of full service banking and where interest was such as to encourage the establishment of a C&S banking alternative in the community. In effect, establishment of the correspondent associate banks constituted a form of de novo branching by the C&S system.

The C&S correspondent associate programs in Fulton and DeKalb Counties have worked generally as follows. C&S personnel in cooperation with interested residents and businessmen joined to establish, under state or federal law a bank, or, in the case of the community of Tucker, in DeKalb County, to reorganize an existing bank. The Holding Company purchased in the bank the allowable 5% interest. An officer of C&S system, with sufficient banking experience, was recommended by C&S to the Board of Directors of the correspondent associate bank for the office of President of the bank and, if elected, left the employment of C&S to take up these duties. In most cases there also was an infusion of additional management by C&S, and such infusion continued through the years as circumstances required. Management of each correspondent associate has been responsive to the general policy decisions of C&S. Officers of the correspondent associates attend the regular meetings of C&S officers in Atlanta. The correspondent associate banks received all aid which C&S gives to its branches and affiliates in serving the banking needs of the public. The various banking resources of C&S National, such as advice in connection with investment portfolio, market research, computer services for handling banking transactions, and credit and accounting procedures were placed at the disposal of the correspondent associates. Permission was given to each correspondent associate bank to use the "C&S" name and logo, and these banks also benefitted from coordinated advertising campaigns for C&S services. Employees of these banks have been eligible to participate in C&S pension and profit sharing plans and C&S's various employee

benefits (such as group life, hospitalization, accident and long-term disability insurance) have been extended to cover employees of the correspondent associate banks in the Atlanta area.

In response to the patterns of growth and development in Fulton and DeKalb Counties the six correspondent associate banks whose acquisition by the C&S system is the subject of the two current companion Applications were organized from late 1959 through 1969 as follows.

(1) The Citizens and Southern Bank of Sandy Springs ("Sandy Springs"). Sandy Springs, Georgia, is a "bedroom" community adjoining the City of Atlanta, to the north, in Fulton County. The Sandy Springs area represented the first example of the new "boom" in residential and business growth in North Fulton County in the early 1960's. Sandy Springs was organized with the assistance of C&S as a national banking association in December, 1959, as The Citizens National Bank of Sandy Springs. The Holding Company purchased a 5% interest in the outstanding stock of the Sandy Springs bank. In October, 1969, Sandy Springs was converted to a State chartered bank under the laws of the State of Georgia as the Citizens and Southern Bank of Sandy Springs. It conducts full service banking operations as a main office in Sandy Springs. Substantial development of residential, commercial, medical and retail facilities in the immediate area of Sandy Springs all resulted in part from the availability of full C&S banking services through and from Citizens and Southern Bank of Sandy Springs.

Mr. Louis J. Fortune, President of Sandy Springs since January, 1965, had been employed by C&S National since 1948. Two other officers of Sandy Springs had been employed by C&S National before coming to Sandy Springs.

(2) The Citizens and Southern Bank of Chamblee ("Chamblee"). The Citizens and Southern Bank of Chamblee was organized as a national banking association in May, 1960, as Chamblee National Bank. C&S participated with a group of businessmen from the Chamblee, Georgia area of DeKalb County in the organization of the Bank, and the Holding Company purchased 5% of the bank's outstanding stock. In October, 1969, Chamblee converted to a state-chartered bank under the laws of Georgia, as The Citizens and Southern Bank of Chamblee.

The town of Chamblee is typical of the several communities in the Atlanta area which have contributed to growth in the Atlanta area. The town includes both residential and business areas. Businesses are both local in nature, such as car dealerships and pharmacies, and national and regional in the scope of their activities. Chamblee conducts full service banking operations through a main office and one branch office. Substantial development of residential and commercial real estate in its primary service area has been significant to Chamblee's success. Chamblee today operates, in addition to its home office, one other office within the town of Chamblee.

The current President of Chamblee is Mr. Hubert L. Harris, who has served in that post since January, 1964. Prior to joining Chamblee, Mr. Harris had been employed by C&S National since 1926. An Assistant Vice President of Chamblee,

serving there since 1963, had previously been an employee of C&S since 1946.

(3) The Citizens and Southern Bank of Tucker ("Tucker"). This bank was chartered under the laws of Georgia as the Bank of Tucker in 1919. Through the early 1950's the community of Tucker, in DeKalb County, was predominantly rural in character and this bank served a very limited market, and, consequently, offered very limited banking services. The bank was controlled by a single family prominent in the Tucker community, and owning substantial other businesses there. As the Tucker area began to develop rapidly as both a significant suburban residential market as well as a center for industrial and commercial growth, the bank because of limited services and lack of adequate management, found itself unable to meet the increasing need for a full range of banking services in the Tucker area. The principal stockholders did not desire to undertake direction of a full service bank. To meet these needs effectively, the principal stockholders of the Bank of Tucker requested the cooperation of C&S. Thereupon, in 1965, the Holding Company acquired a 5% interest in the outstanding stock of the Bank of Tucker and cooperated in its upgrading, and Tucker became a correspondent associate. At this time, stockholders also voted to change the name of the bank to the Citizens and Southern Bank of Tucker. The Citizens and Southern Bank of Tucker now operates two offices in the Tucker area, offering the full range of C&S banking services.

Mr. Gus L. Connelly has been President of the Citizens and Southern Bank of Tucker since 1965, and prior to that time had been employed by C&S National since 1958. Two other officers of Tucker have substantial previous employment with C&S National.

(4) The Citizens and Southern Bank of North Fulton ("North Fulton"). The Citizens and Southern Bank of North Fulton was organized by residents of the area located in the further northern portion of Fulton County—characterized by a number of small incorporated municipalities, some farms, and rapidly developing residential areas—with the cooperation of C&S in May, 1967. North Fulton conducts full service banking operations from a main office in Roswell, Georgia, an established and growing municipality. The Holding Company owns the permissible 5% interest in the outstanding stock of North Fulton.

The President of North Fulton is Mr. Hugh F. Lane, who, prior to his assuming that office, had been employed since 1960 by C&S National. North Fulton's Cashier also had substantial prior experience with C&S National before being elected to that office in January, 1969.

(5) The Citizens and Southern Park National Bank ("Park National"). Since the mid-1960's, the intersection of Interstate Highway 85 and North Druid Hills Road in DeKalb County, an area adjacent to the City of Atlanta to the northeast, has developed as the largest suburban office development complex in metropolitan Atlanta—including Executive Park,

Landmark, and Corporate Square--"planned suburban major office complexes." To meet the increasing need for convenient banking services in this area, and to provide C&S services there, leading businessmen whose firms were located in the area requested the assistance of C&S in the organization of a correspondent associate. The Citizens and Southern Park National Bank thus was organized as a national banking association and began business in 1967, 5% of its outstanding stock being purchased at the time of organization by the Holding Company.

The President of Park National since its organization has been Mr. Thomas W. Hazelrig, who had been employed by C&S National since 1951. Two other officers of Park National also had substantial prior experience with C&S National.

(6) The Citizens and Southern South DeKalb Bank ("South DeKalb"). The Citizens and Southern South DeKalb Bank was organized pursuant to the laws of the State of Georgia in 1969 as a C&S correspondent associate, C&S participating with local residents and businessmen and acquiring through the Holding Company at the time of organization 5% of the outstanding stock of the bank. South DeKalb is located in an area of DeKalb County which has developed rapidly as a residential and shopping center for the southern part of the County. The bank's main office is located on the primary traffic artery between the county seat, Decatur, to the north, and the residential subdivisions and new shopping centers in the fast-growing South DeKalb area, which has enjoyed explosive growth since the opening of Interstate Highway 20 between that area and downtown Atlanta. Together with this residential

growth, and associated expansion of retail businesses, establishment of substantial commercial enterprises has established a great need for the availability of the full range of C&S services. The Superintendent of Banking has recently authorized the establishment of an additional office for South DeKalb.

The President of South DeKalb, Mr. Warren L. Berry, had been employed since 1967 by C&S National. One other officer of South DeKalb also has substantial prior employment with C&S National.

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D. Branch Banking Laws of Georgia—1970—and C&S in the Atlanta Metropolitan Area.

In 1970, the Georgia Legislature amended the Georgia banking laws to expand the authority of banks to establish additional banking offices in counties where the banks already operated home offices, branch banks or offices thereof (subject to certain restrictions based on population of the county, not material here). The effect of this change in the Georgia banking laws is to make it possible for (1) C&S to establish additional offices in Fulton and DeKalb Counties; (2) the Holding Company's Emory affiliate to establish additional offices in DeKalb County, and (3) the Holding Company's East Point affiliate to establish additional offices in Fulton County. This change in the Georgia laws relating to branch banks is effective as of 1970.

It is relevant to note here that the other major banks competing with C&S in the Atlanta market have also followed a course of association with localized banking organizations in order to provide their own banking services in Fulton and DeKalb Counties where direct establishment of offices was not possible.

First National Bank of Atlanta ("First National"), the second largest bank in the City, in addition to operation of its Decatur branch, cooperated in the operation of The First National Bank of Doraville (a municipality in DeKalb County adjoining Chamblee); The First National Bank of Glenwood (a residential-small business community in DeKalb County); The First National Bank of Tucker, and The First State Bank of

South DeKalb Trust Company of Georgia Associates (a holding company owned by The Trust Company of Georgia--"Trust Company") has operated directly The Trust Company of Georgia Bank of DeKalb (located at Executive Park, DeKalb County) and also has been associated with Peachtree Bank and Trust Company (in the Brookhaven community of DeKalb County) and Trust Company of Georgia Bank of Sandy Springs. Fulton National Bank, which has a branch in Decatur, is believed to have assisted in the organization of Northeast Commercial Bank (located in Doraville) and has been associated with that bank and the Bank of the South (in the municipality of College Park, Fulton County, Georgia).

Now, two of these competitors—First National and Trust Company—are presently filing with the appropriate bank regulatory applications sirilar to this one, for approval to incorporate these associated banks directly into the corporate system of the particular banks involved. In each case the reason for the application is the same—the 1970 change in Georgia's banking laws to make possible the completion now of a branching process which originally took the form of association only because of Georgia's artificial restrictions on branch banking in the Atlanta metropolitan area.

C&S management has determined that the C&S system can best serve Fulton and DeKalb Counties (those portions outside the City of Atlanta) by utilizing the two above-named Holding Company affiliates as "county banks"—each identified with the county it will serve. For this reason applications are submitted for C&S Emory to acquire the assets of the C&S correspondent associates in DeKalb County outside Atlanta,

and for C&S East Point to acquire the assets of the C&S correspondent associates in Fulton County outside Atlanta. This plan, if approved, would have, of course, the same overall effect as acquisition of the correspondent associates by C&S National--full integration of the correspondent associates into the C&S system.

The reason for the filing of these applications is simple. The stockholders of the correspondent associates have made clear their desire to bring to their respective communities, banks which offer the full range of services, and, more important, which are guided by the banking philosophy of service to the community which characterizes C&S. The correspondent associates have been organized (in the case of Tucker, strengthened and redirected) solely for the purpose of accomplishing this end.

Similarly, C&S has responded to these needs by identifying itself with these banks. By making the unique attributes of C&S banking services available to them and their customers and their communities, C&S has an investment in the correspondent associate banks; more important, C&S has a commitment to the banks, their customers, their stockholders, and their communities.

The changes in Georgia's banking laws now make it possible for C&S to implement fully its commitment, and for the stockholders of the correspondent associate banks and the communities represented thereby to realize fully their expectations of direct service by the C&S system.

The directors of the correspondent associate banks believe that the proliferation of separate banks each bearing the C&S name is undesirable and inefficient. The boards of each such bank have discussed with C&S personnel the best means of eliminating the artificial separation of the banks from each other and from C&S. The results of these discussions are the proposed plans of reorganization and these applications.

In summary, the purpose of these applications is to seek approval of transactions which will harmonize form with substance: The changes in Georgia's banking laws allow C&S to incorporate in one system of banking that which had to be kept separate in order to comply with those banking laws. C&S met its responsibilities to offer within all applicable banking laws another meaningful banking alternative to growing communities which sought C&S banking services on the only basis then available. Approval of these applications, then, will be the final step in a process begun some ten years ago—expansion by the C&S system of its banking services to all those parts of Fulton and DeKalb Counties where the convenience and needs of the communities involved justified this action.

STATEMENT OF ASSETS AND LIABILITIES

As of June 30, 1970

	Applicant Bank East Point	Other Banks North Fulton	Other Banks Sandy Springs	Total Other Banks	Adjustments	Pro Forma Statement Resulting Bank
			(In Thousands of Dollars)			
ASSETS						
Cash and due from banks	$ 1,781	$ 206	$ 1,845	$ 2,051		$ 3,832
U.S. Government obligations direct & fully guaranteed	1,751	388	1,885	2,273		4,024
Obligations of States and political subdivisions	2,653	626	1,718	2,344		4,997
Other securities	19	515	593	1,108		1,127
Loans and Discounts	23,993	5,217	14,011	19,228		43,221
Bank premises, furn. & fix.	574	185	129	314		888
Other assets	203	81	301	382		585
TOTAL ASSETS	$30,974	$7,218	$20,482	$27,700		$58,674
LIABILITIES						
Demand deposits	$13,978	$2,011	$ 9,258	$11,269		$25,247
Time and savings deposits	11,910	3,810	8,479	12,289		24,199
TOTAL DEPOSITS	$25,888	$5,821	$17,737	$23,558		$49,446
Funds purchased and securities sold under agreements to repurchase	-	-	-	-		-
Other liabilities for borrowed money	-	-	-	-		-
Other liabilities	$ 2,434	$ 642	$ 1,184	$ 1,826		$ 4,260
RESERVES ON LOANS AND SECURITIES						
Reserve for bad debt losses on loans	$ 463	$ 31	$ 229	$ 260		$ 723
CAPITAL ACCOUNTS						
Capital notes and debentures	$ -	$ 200	$ 225	$ 425		$ 425
Capital	450	200	450	650	(a)(650) (b) 437	887
Surplus	675	200	175	375	(a) 650 (b)(437)	1,263
Undivided profits	518	79	268	347		865
Reserve for contingencies and other capital reserves	546	45	214	259		805
TOTAL CAPITAL ACCOUNTS	$ 2,189	$ 724	$ 1,332	$ 2,056		$ 4,245
TOTAL LIABILITIES, RESERVES, AND CAPITAL ACCOUNTS	$30,974	$7,218	$20,482	$27,700		$58,674

DESCRIPTION AND EXPLANATION OF ADJUSTMENTS

(a) Transfer of combined Capital Stock of "Other Banks" to Surplus of "Applicant Bank".
(b) Par value of stock issued as per purchase agreements and resolutions.

	Applicant Bank East Point	Other Banks North Fulton	Other Banks Sandy Springs
	(In Thousands of Dollars)		
ANALYSIS OF LOAN ACCOUNT			
Commercial and industrial loans	$ 4,043	$ 407	$ 2,099
Loans to farmers (not on real estate)	-	-	-
Single payment loans to individuals	1,636	1,064	1,757
TOTAL	$ 5,679	$1,471	$ 3,856
Loans on farm real estate	$ -	$ -	$ -
Loans on residential property - FHA & GI	-	-	-
Loans on residential property - not guaranteed	6,235	1,925	2,451
Loans on business and other property	2,697	-	510
TOTAL	$ 8,932	$1,925	$ 2,961
Loans to brokers and dealers in securities	$ -	$ -	$ -
Other loans on securities	-	-	240
TOTAL	$ -	$ -	$ 240
Installment loans on automobiles	$ 1,522	$ 585	$ 833
Installment loans on consumer goods	-	30	6
FHA - Title I loans (modernization loans)	408	241	282
Other installment loans	1,329	960	5,826
TOTAL	$ 3,259	$1,816	$ 6,947
All other loans *	$ 6,123	$ 5	$ 7
LOANS AND DISCOUNTS - GROSS	$23,993	$5,217	$14,011
DEMAND DEPOSITS			
Individuals, partnerships & corporations	$10,081	$1,885	$ 8,742
United States Government	719	101	445
States and political subdivisions	542	22	54
Banks	2,589	-	-
Certified and officers' checks	47	3	17
Other demand deposits	-	-	-
TOTAL DEMAND DEPOSITS	$13,978	$2,011	$ 9,258
TIME DEPOSITS			
Individuals, partnerships and corporations	$11,336	$3,245	$ 7,832
United States Government	-	-	-
States and political subdividions	574	565	647
Banks	-	-	-
Other time deposits	-	-	-
TOTAL TIME DEPOSITS	$11,910	$3,810	$ 8,479
TOTAL DEPOSITS	$25,888	$5,821	$17,737

* Loans to financial institutions included in other loans above $ 6,077

(2) ADEQUACY OF CAPITAL STRUCTURE

If additional capital is to be supplied as a part of the proposed transaction, full details should be furnished including the number of shares to be sold, the selling price per share, and to whom warrants to purchase the new shares will be issued.

The capital accounts of applicant bank will be increased by the sum of the total capital accounts of the acquired banks.

In the opinion of the management of the Applicant Bank this proposal, if approved and effected, will result in total deposit liabilities of $ 55,875,000 at the end of one year, $ 63,140,000 at the end of two years, and $ 71,350,000 at the end of three years.

FUTURE EARNINGS PROSPECTS

Statements of Current Operating Income and Expense

The following statements include actual current operating income and expenses for the participating banks for the last full calendar year. The estimate for the Resulting Bank gives effect to anticipated economy in operations and any increase or reduction in income or expense which is expected to result from the proposed transaction.

	Applicant Bank East Point 12/31/69	Other Banks North Fulton	Other Banks Sandy Springs	Total Other Banks	Estimate First Twelve Months' Operations of Resulting Bank
			(In Thousands of Dollars)		
Operating Income:					
Interest and fees on loans	$1,574	$337	$ 887	$1,224	$3,714
Income on Fed. funds & repurchase agreements	-	-	-	-	-
Interest and dividends on investments					
1. U.S. Govt. securities	114	68	126	194	320
2. U.S. agencies and corporations	-	-	-	-	-
3. State and political subdivisions	98	-	91	91	210
4. Other	-	-	1	1	10
Trust department income	-	-	-	-	-
Service charges on deposit accounts	192	107	186	293	504
Other service charges, etc.	41	-	1	1	32
Other operating income	46	19	47	66	98
TOTAL OPERATING INCOME	$2,065	$531	$1,339	$1,870	$4,888
Operating Expenses:					
Salaries and wages	$ 241	$ 73	$ 192	$ 265	$ 640
Pension and employee benefits	64	19	51	70	170
Interest on deposits	578	157	358	515	1,320
Interest on other borrowed money	-	-	2	2	2
Interest on Capital Notes & Debentures	-	-	12	12	12
Occupancy expense of bank (net)	27	16	27	43	150
Furn. & equip., depr., rental service, etc.	19	26	26	52	74
Provision for loan losses (or actual net losses)	27	32	19	51	81
Other operating expenses	359	68	147	215	617
TOTAL OPERATING EXPENSES	$1,315	$391	$ 834	$1,225	$3,086
INCOME BEFORE INCOME TAXES AND SECURITIES GAINS OR LOSSES	$ 750	$140	$ 505	$ 645	$1,802

Income Before Income Taxes and Security Gains or Losses Previous Five Calendar Years

	Applicant Bank	Other Banks		Total Other
	East Point	North Fulton	Sandy Springs	Banks
1965	$ 361,621	$	$ 69,435	$ 69,435
1966	391,706		150,061	150,061
1967	430,556	9,585	187,673	197,258
1968	504,486	49,393	276,081	325,474
1969	750,690	140,683	505,316	645,999
Total	$2,439,059	$199,661	$1,188,566	$1,388,227
Average	$ 487,812	$ 66,554	$ 237,713	$ 304,267

Net Operating Income Real Estate Holding Companies

	East Point
1965	$ 8,840
1966	$ 8,845
1967	$ 8,815
1968	$ 9,281
1969	$ 14,234

(4) MANAGEMENT

List the proposed directors and principal executive officers of the Resulting Bank, and under each name furnish pertinent information relating to banking experience and qualifications, major business or professional occupation, and other bank and business affiliations.

PROPOSED DIRECTORS

Name Principal Business & Address	Age	Title	Salary	Par Value of Stock to be Owned in Resulting Bank
Robert E. Anderson, Jr. Pres. C&S Bank of East Point 2833 Main St. East Point, Ga. 30044	45	Director and President	$25,000	$1,000
Joseph S. Adams The Adams Co. P. O. Box 90387 East Point, Ga.	60	Director	None	$1,500
Darby T. Coker Coker Realty Co. Suite 107 Brodgon Bldg. East Point, Ga.	55	Director	None	$1,500
P. Hal Goldsmith East Point Chevrolet 2443 Main St. East Point, Ga.	61	Director	None	$1,500
R. Dan Handley, Jr. E.V.P. The C&S National Bank P.O. Box 4899 Atlanta, Ga. 30303	42	Director	None	$1,000
William L. Mathis V.P., The C&S National Bank P. O. Box 4899 Atlanta, Ga.	41	Director	None	$1,000
Thomas M. Miller Delta Air Lines Atlanta Airport Atlanta, Georgia 30320	59	Director	None	$1,500
Griffin Patrick, Jr., Partner, Archer, Patrick, Sidener, & Thomason Attys. P. O. Box 91068 East Point, Ga.	41	Director	None	$1,500
Donald M. Tollison Pres., Atlanta Gas Equipment Co. 2550 Piney Woods Lane East Point, Ga. 30344	53	Director	None	$1,000
James H. Aldredge Pres., Aldredge Supply Co. 2560 Bankhead Hwy. N.W. Atlanta, Ga.	63	Director	None	$1,000
J. Howard Chatham Pres. Chathambilt Homes, Inc. 6077 Roswell Rd., N.E. Atlanta, Ga. 30328	49	Director	None	$1,000

Name Principal Business & Address	Age	Title	Salary	Par Value of Stock to be Owned in Resulting Bank
Archie Lindsey Pres., Archie Lindsey Realty 1166 Highway 19 Roswell, Georgia 30075	59	Director	None	$1,000
W. Andrew Irwin D.V.M. 118 Spring Dr. Roswell, Georgia	56	Director	None	$1,000

PRINCIPAL EXECUTIVE OFFICERS

It is contemplated that Robert E. Anderson, currently president of C & S East Point, will be president of the Resulting Bank. Also, current principal officers of each of the participating banks will also likely be retained in an official capacity with the Resulting Bank. These officers are as follows:

Name and Title	Age	Salary	Number of Years Banking Experience	Previous Employment
Robert E. Anderson, Jr. Pres. C & S East Point	45	$25,000	14 years	Mgr., Truscott Florist, Atlan
Enoch J. Prow Cashier, C & S East Point	30	$11,500	10 years	Mannelly Finan Corp., Atlanta
Louis J. Fortuna Pres. C & S Sandy Springs	53	$23,500	22 years	Legal and Personnel
Kenneth K. Ingram Cashier, C & S Sandy Springs	35	$14,300	7 years	Abbeville Mill
Hugh F. Lane Pres. C & S North Fulton	35	$17,000	10 years	Southern Bell (self) Lane Grocery
James W. Lewis Cashier, C & S North Fulton	26	$11,000	8 years	None

(5) CONVENIENCE AND NEEDS OF COMMUNITY

	Population of Head Office (H.O.) City or Town	Service Area
Applicant Bank	See EXHIBIT I	
Other Bank	CONVENIENCE AND NEEDS OF COMMUNITY	
Resulting Bank	which follows	

Assign consecutive numbers and provide the following information with respect to the head office of the Applicant Bank, Other Bank, and each other bank competing within the "service areas"[1] of the participating banks.

No.	Name and Location of Bank	Total Banking Offices	Estimated "IPC"[1] Deposits of H.O. Service Area	Road Miles (M) and Direction (D) from H.O. of Applicant (M)	(D)	Other Bank (M)	(D)

See EXHIBIT II

CONVENIENCE AND NEEDS OF COMMUNITY
which follows

Continue assignment of consecutive numbers and provide the following information with respect to each branch office of (a) Applicant Bank and (b) Other Bank, and (c) each branch office of each other bank competing within the "service areas" of the participating banks.

No.	Name and Location of Bank	Estimated Population Branch Service Area	Estimated "IPC" Deposits Branch Service Area	Road Miles (M), Direction (D), and Number (N) Nearest Listed Office (M)	(D)	(N)

See EXHIBIT II

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

Prepare and attach a map which shows clearly (a) the approximate geographical limits of the "service areas" of each of the participating banks, including the overlapping area or areas, if any, (b) the assigned number and location of each office of the participating banks, and (c) the assigned number and location of the above listed offices of each other bank competing within the service areas of the participating banks. A key to office numbers, scale of miles, and compass points should be shown on the map.

[1]"Service area" as used herein and applied to a participating bank, a competing bank, or any head office or branch office means the geographical area from which the bank or the office derives 75 per cent or more of its deposits, both demand and time, of individuals, partnerships, and corporations. Such deposits are shown in published reports of condition of banks and are referred to herein as "IPC" deposits.

EXHIBIT I

CONVENIENCE AND NEEDS OF COMMUNITY

An analysis of the geographic distribution of both demand and time deposits of individuals, partnerships, and corporations of C & S East Point, C & S North Fulton, and C & S Sandy Springs was made by the Marketing Research Department of The C & S Holding Company. This analysis was based on randomly selected samples of personal and commercial checking account customers ("IPC" demand); and regular savings account, savings bonds, time deposit open accounts, and individual certificates of deposit customers ("IPC" time). These samples were matched against the U.S. Bureau of the Census address coding guide for the Atlanta Metropolitan Area, prepared for the 1970 Census of Population and Housing, to determine both block and census tract locations for each customer included in the sample groups.

Since the samples were selected on a strictly random basis, the statistical accuracy of the results can be stated. At the 95 percent confidence level, the results of these analyses have a statistical reliability of plus or minus 5 percent.

Primary Service Area, C & S East Point

The primary service area, from which C & S East Point derives approximately 75 percent of its total "IPC" dollar deposits, includes the City of East Point and adjacent sectors of the cities of College Park, Hapeville, and Atlanta; as well as a portion of unincorporated South Fulton County. As defined, the C & S East Point primary service area, as shown on the attached map, encompasses all of 13 census tracts and a portion of another.

As of April 1, 1970, the defined C & S East Point primary service area had a total population of 78,367 persons. Of this total approximately one-half were residents of the City of East Point. The following table shows comparative 1960 - 70 population trends for the C & S East Point primary service area, South Fulton County, and Fulton County, as a whole.

Population Trends C & S East Point
Primary Service Area, South Fulton, and Fulton County,
1960 - 70

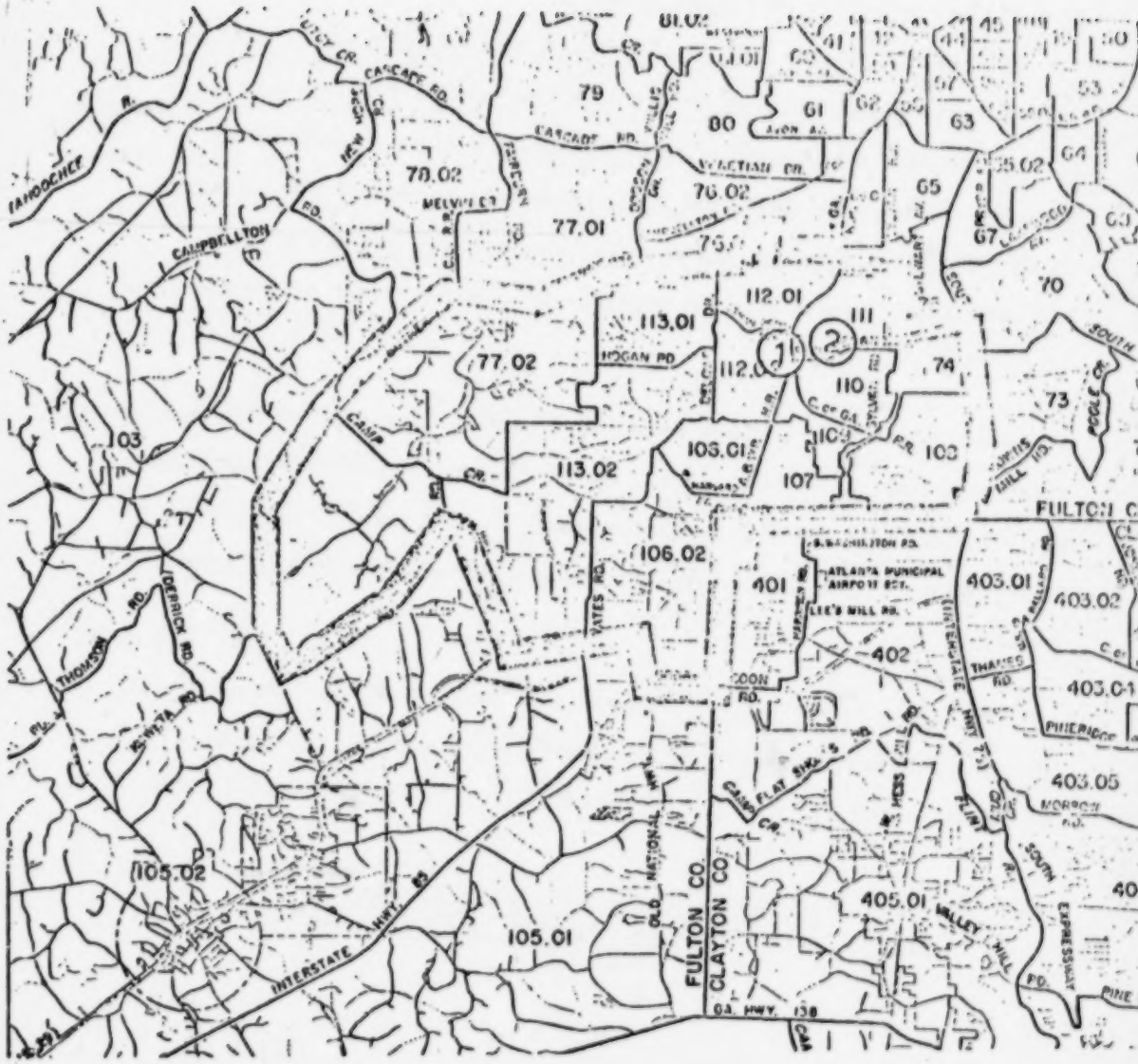
Primary Service Area	1960	1970	Change 1960-70 Number	Change 1960-70 Percent
City of East Point	35,633	39,399	3,766	10.6%
Rest of P. S. A.	31,123	38,968	7,845	25.2%
Total Primary Service Area	66,756	78,367	11,611	17.4%
South Fulton County	80,523	100,800	20,277	25.2%
Total Fulton County	556,326	596,700	40,374	7.2%

Sources: 1960 and 1970 (preliminary figures)
U.S. Bureau of the Census

The following summary shows the percentage share of both number and dollar balances of "IPC" accounts of C & S East Point within its defined primary service area, South Fulton County, and Fulton County, as a whole.

Number of Accounts	"IPC" Demand	"IPC" Time	Total "IPC"
Primary Service Area	76.8%	75.9%	76.5%
South Fulton	74.4%	74.5%	74.7%
Total Fulton County	89.7%	90.0%	90.0%
Dollar Balances			
Primary Service Area	79.8%	77.5%	76.5%
South Fulton	74.7%	76.7%	76.0%
Total Fulton County	88.9%	92.9%	91.4%

The principal concentration of C & S East Point's "IPC" accounts are within the city limits of East Point -- 60.4 percent of total "IPC" accounts and 54.8 percent of "IPC" dollar balances.



THE CITIZENS AND SOUTHERN BANK OF EAST POINT

PRIMARY SERVICE AREA BOUNDARY

1 MAIN OFFICE

2 CLEVELAND BRANCH

FEET 0 8000 16000 24000

MILES 0 1 2 3 4 5

NORTH

E- 379

BEST COPY AVAILABLE

Primary Service Area, C & S Sandy Springs

The primary service area of C & S Sandy Springs, from which the Bank derives approximately 75 percent of total "IPC" dollar deposits, includes the unincorporated community of Sandy Springs and adjacent portions of unincorporated Fulton, Cobb, and DeKalb counties, as well as a small section of the City of Atlanta. As shown on the attached map, the C & S Sandy Springs primary service area encompasses all of three census tracts and portions of six others.

As of April 1, 1970 the C & S Sandy Springs primary service area had a total population of 44,813 persons. This represents a more than doubling of the primary service area population since April 1, 1960 -- with over three-fourths of the 23,158 increase taking place within the Sandy Springs community.

The following table shows comparative 1960 - 70 population trends for the C & S Sandy Springs primary service area, North Fulton County, and Fulton County, as a whole.

Population Trends C & S Sandy Springs
Primary Service Area, North Fulton, and Fulton County,
1960 - 70

Primary Service Area	1960	1970	Change 1960-70 Number	Percent
Sandy Springs Community	14,838	32,718	17,880	120.5%
Rest of P. S. A.	6,817	12,095	5,278	77.4%
Total Primary Service Area	21,655	44,813	23,158	106.9%
North Fulton County	29,680	55,000	25,320	85.3%
Total Fulton County	556,326	596,700	40,374	7.2%

Sources: 1960 and 1970 (preliminary figures)
U.S. Bureau of the Census

The following summary shows the percentage share of both number and dollar balances of "IPC" accounts of C & S Sandy Springs within its defined primary service area, North Fulton County, and Fulton County, as a whole. The principal concentration of C & S Sandy Springs "IPC" accounts (63.9 percent) and "IPC" dollar balances (56.5 percent) are within the Sandy Springs community.

	"IPC" Demand	"IPC" Time	Total "IPC"
Number of Accounts			
Primary Service Area	78.4%	78.7%	78.0%
North Fulton	65.9%	65.6%	65.8%
Total Fulton County	72.9%	75.7%	74.6%
Dollar Balances			
Primary Service Area	78.5%	72.5%	74.9%
North Fulton	67.9%	57.9%	61.8%
Total Fulton County	76.5%	68.4%	71.7%

THE CITIZENS AND SOUTHERN BANK OF SANDY SPRINGS

PRIMARY SERVICE AREA BOUNDARY

4 MAIN OFFICE

FEET 0 8000 16000 24000

MILES 0 1 2 3 4 5

NORTH

Primary Service Area, C & S North Fulton

The C & S North Fulton primary service area, from which the Bank derives approximately 75 percent of its total "IPC" dollar deposits, includes the City of Roswell and adjacent sectors of North Fulton County, as well as small portions of nearby Cobb and DeKalb counties. As shown on the attached map, the defined C & S North Fulton primary service area encompasses all of three census tracts and a portion of four others.

The defined C & S North Fulton primary service area had a total population of 36,925 persons as of April 1, 1970. This represents an increase of 16,907 persons, or 84.4 percent, since April 1, 1960. Of the total current primary service area population, approximately 15 percent -- 5,412 persons -- are located within the City of Roswell.

The following table shows comparative 1960 - 70 population trends for the C & S North Fulton primary service area, North Fulton County, and Fulton County, as a whole.

Population Trends C & S North Fulton
Primary Service Area, North Fulton, and Fulton County,
1960 - 70

Primary Service Area	1960	1970	Change 1960-70 Number	Change 1960-70 Percent
City of Roswell	2,983	5,412	2,429	81.4%
Rest of P. S. A.	17,035	31,513	14,478	85.0%
Total Primary Service Area	20,018	36,925	16,907	84.4%
North Fulton County	29,680	55,000	25,320	85.3%
Total Fulton County	556,326	596,700	40,374	7.2%

Sources: 1960 and 1970 (preliminary figures)
U.S. Bureau of the Census

The following summary shows the percentage share of both number and dollar balances of "IPC" accounts of C & S North Fulton within its defined primary service area, North Fulton County, and Fulton County as a whole. The principal concentration of C & S North Fulton's "IPC" accounts (48.7 percent) and "IPC" dollar balances (30.2 percent) are in census tract 114, which includes the City of Roswell and its adjacent unincorporated area.

Number of Accounts	"IPC" Demand	"IPC" Time	Total "IPC"
Primary Service Area	67.3%	72.0%	70.4%
North Fulton	66.3%	71.4%	69.6%
Total Fulton County	75.7%	79.1%	77.7%
Dollar Balances			
Primary Service Area	74.9%	72.1%	75.3%
North Fulton	78.3%	62.7%	68.6%
Total Fulton County	88.7%	78.1%	83.0%

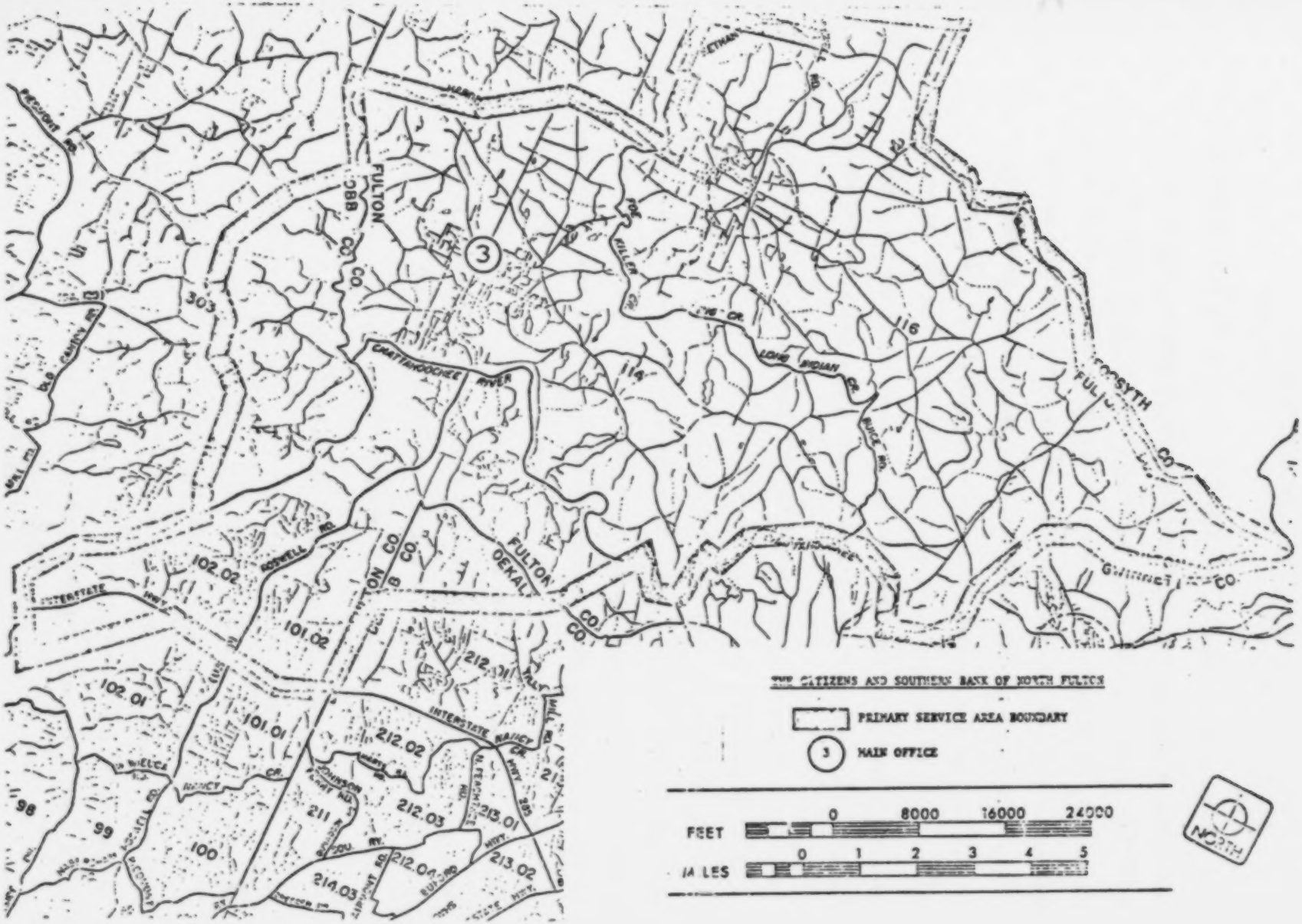

FULTON CO
CHATTAHOOCHEE RIVER
FORSYTH CO
GWINNETT CO
INTERSTATE HWY
3
303
102.02
102.01
101.02
101.01
212.01
212.02
212.03
211
213.01
213.02
212.04
214.03
98
99
100
116
114
THE CITIZENS AND SOUTHERN BANK OF NORTH FULTON
PRIMARY SERVICE AREA BOUNDARY
MAIN OFFICE
FEET
0
8000
16000
24000
MILES
0
1
2
3
4
5
NORTH

EXHIBIT II

CONVENIENCE AND NEEDS OF COMMUNITY

The following table shows the map key number and name and location of the Main Office and Cleveland Branch of The Citizens and Southern Bank of East Point (Applicant) and The Citizens and Southern Bank of North Fulton and The Citizens and Southern Bank of Sandy Springs (Other Banks); as well as for each of the other existing 120 banking offices (17 head offices and 103 branch offices) located in Fulton County, the six approved and not open banking offices, and the nine banking offices for which applications are pending. The distances (road miles) and directions from the head office of the Applicant Bank (C & S East Point) and Other Banks (C & S North Fulton and C & S Sandy Springs); and the dates began business for each existing bank are also shown.

The basic source for arriving at total "IPC" deposits for the 20 existing banks in Fulton County is the June 30, 1970 Report of Condition. Totals shown for the Fulton National Bank, The Citizens and Southern National Bank, The First National Bank of Atlanta, The National Bank of Georgia, and Trust Company of Georgia are adjusted totals to reflect estimates of "IPC" deposits of these banks held by their branches located in adjacent DeKalb County. Both the Fulton National Bank and The First National Bank have branch operations in the City of Decatur (the county seat of DeKalb County). The Fulton National Bank, The Citizens and Southern National Bank, The National Bank of Georgia, and Trust Company of Georgia, each have a branch office located in portions of the City of Atlanta which extend into DeKalb County.

The following maps are enclosed with this application.

North Fulton County
City of Atlanta
South Fulton County

On each of these maps are shown the locations of all existing banking offices, approved and not open banking offices, and pending branch applications in each of these sectors of Fulton County. The primary service areas of C & S North Fulton and C & S Sandy Springs (Other Banks) are shown on the North

Fulton County map. The primary service areas of C & S East Point (Applicant Bank) are shown on the South Fulton County map.

Also, a separate map of Fulton County is attached, which shows the relationship of the Applicant and Other Banks to each other.

BANKING OFFICES FULTON COUNTY
Existing, Approved-Not Open, and Applications Pending
September 1, 1970

EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	Applicant East Point (D)	Other Banks: North Fulton (M)	North Fulton (D)	Sandy Springs (M)	Sandy Springs (D)
1	The Citizens and Southern Bank of East Point Main Office 2832 Main St., East Point	1946	$ 21,417	-	-	30.2	S	21.2	S
2	Cleveland Branch 1133 Cleveland Ave., East Point	1969		1.2	S	30.8	S	21.8	S
3	The Citizens and Southern Bank of North Fulton 1155 Alpharetta Rd., Roswell	1967	$ 5,130	29.4	N	-	-	9.0	S
4	The Citizens and Southern Bank of Sandy Springs 6075 Roswell Rd., N.E., Atlanta	1959	$ 16,574	21.2	N	9.0	S	-	-
5	Citizens Trust Company Main Office 175 Houston St., Atlanta	1921	$ 20,281	6.0	N	23.2	S	14.2	S
6	Westside Branch 965 Hunter St., N.W., Atlanta	1955		5.6	N	25.6	S	16.6	S
7	Fulton National Bank Main Office 55 Marietta St., N.W., Atlanta	1909	$192,163	5.6	N	26.0	S	17.0	S
8	Buckhead Branch 2039 Peachtree Rd., N.E., Atlanta	1939		12.0	N	15.0	S	6.0	S
9	Buckhead Motor Bank 259 Buckhead Ave., Atlanta	1966		12.4	N	15.0	S	6.0	S
10	Capitol Area Branch 118 Pryor St., N.W., Atlanta	1960		5.6	N	25.8	S	16.8	S

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks North Fulton (M)	(D)	Other Banks Springs Springs (M)	(D)
11	Chattahoochee Industrial Branch 1539 Chattahoochee Ave., N.W., Atlanta	1969		10.6	N	21.0	S	12.0	S
12	Fort MacPherson Branch Building 421 Fort MacPherson	1953		2.6	N	28.6	S	19.6	S
13	Gordon Road Branch 3820 Gordon Road, S.W., Atlanta	1965		11.2	N	19.2	S	10.2	S
14	Lenox Branch 3414 Peachtree Rd., N.E., Atlanta	1962		13.2	N	14.6	S	5.6	S
15	Luckie Street Branch 317 Luckie St., N.W., Atlanta	1951		6.4	N	24.8	S	15.8	S
16	Peachtree Place Branch 76 Peachtree Pl., N.E.	1951		9.0	N	24.0	S	15.0	S
17	Peachtree Branch 161 Peachtree St., N.E., Atlanta	1938		5.6	N	26.2	S	17.2	S
18	Peters Street Branch 335 Peters St., N.W., Atlanta	1930		6.0	N	26.4	S	17.4	S
19	Ponce de Leon Branch 1037 Ponce de Leon Ave., N.E., Atlanta	1951		10.5	N	24.8	S	15.8	S
20	South Fulton Branch 191 Cleveland Ave.	1970		2.6	E	32.6	S	21.4	S
21	Twenty-fifth and Peachtree Branch Twenty-fifth and Peachtree Intersection	1969		10.6	S	21.4	S		

EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	Applicant East Point (D)	Other Banks: North Fulton (X)	Other Banks: North Fulton (D)	Other Banks: Sandy Springs (X)	Other Banks: Sandy Springs (D)
22	West-end Branch 633 Evans St., S. W., Atlanta	1952		4.6	N	27.8	S	18.8	S
23	Georgia Savings Bank and Trust 74 Peachtree St., N.W., Atlanta	1899	$ 11,468	5.8	N	26.2	S	17.2	S
24	Mercantile National Bank 70 Broad Street, Atlanta	1968	$ 5,798	5.8	N	26.2	S	17.2	S
25	Peoples American Bank of Atlanta Main Office 127 Peachtree St., N.W., Atlanta	1935	$ 20,377	5.8	N	26.4	S	17.4	S
26	Ansley Mall Branch 1544 Piedmont Rd., N.E., Atlanta	1967		9.8	N	17.4	S	8.4	S
27	Buckhead Branch 2970 Peachtree Rd., N.W., Atlanta	1965		12.2	N	15.0	S	6.0	S
28	Marietta Street Branch 58 Marietta St., N.W., Atlanta	1935		5.8	N	26.2	S	17.2	S
29	Pershing Point Branch 1409 Peachtree St., N.E., Atlanta	1966		10.2	N	23.4	S	14.4	S
30	The Citizens and Southern National Bank Main Office 35 Broad St., Atlanta	1919	$552,492	5.6	N	26.4	S	17.4	S
31	Ansley Mall Branch 1674 Monroe Dr., N.E., Atlanta	1969		9.8	N	17.4	S	8.4	S
32	Buckhead Branch 2050 Buckhead Hwy., N.W., Atlanta	1961		9.8	N	20.4	S	11.4	S

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks: North Fulton (M)	(D)	Sandy Springs (M)	(D)
33	Bolton Branch 2301 Marietta Blvd., N.W., Atlanta	1965		11.8	N	20.0	S	11.0	S
34	Broadview Branch 2581 Piedmont Rd., N.E., Atlanta	1959		12.2	N	15.0	S	6.0	S
35	Buckhead Branch 3005 Peachtree Rd., N.E., Atlanta	1951		12.0	N	15.0	S	6.0	S
36	Campbellton Plaza Branch 2034 Campbellton Rd., S.W., Atlanta	1957		2.2	N	27.0	S	18.0	S
37	Capitol Area Branch 92-94 Mitchell St., S.W., Atlanta	1963		6.8	N	26.4	S	17.4	S
38	Cascade Heights Branch 2358 Cascade Rd., S.W., Atlanta	1960		3.6	N	26.0	S	17.0	S
39	Electric Plaza Branch One Electric Plaza	1970		5.8	N	29.4	S	20.4	S
40	Fulton Industrial Branch 3685 Old Gordon Rd., N.W., Atlanta	1966		12.8	N	20.0	S	11.0	S
41	Greenbriar Branch 3011 Headland Dr., S.W., East Point	1969		3.0	W	27.8	S	18.8	S
42	Howell Mill Branch 2775 Howell Mill Rd., N.W., Atlanta	1956		14.2	N	16.6	S	7.6	S
43	Mitchell Street Branch 206 Mitchell St., S.W., Atlanta	1922		6.0	N	25.6	S	16.6	S
44	North Avenue Branch 603 West Peachtree St., N.E., Atlanta	1969		8.2	N	23.4	S	14.4	S

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks North Fulton (M)	(D)	Sandy Springs (M)	(D)
45	Northside Parkway Branch 1280 W. Paces Ferry Rd., N.W., Atlanta	1963		12.8	N	16.6	S	7.6	S
46	Northwest Branch 690 Marietta St., N.W., Atlanta	1948		5.2	N	19.6	S	10.6	S
47	Peachtree Branch 140 Peachtree St., N.W., Atlanta	1950		5.6	N	26.0	S	17.0	S
48	Peachtree-Baker Branch 270 Peachtree St., N.W., Atlanta	1959		6.0	N	25.6	S	16.6	S
49	Peachtree-Battle Branch 2367 Peachtree Rd., N.E., Atlanta	1968		12.2	N	19.6	S	10.6	S
50	Peachtree-Lenox Branch 3475 Peachtree Rd., N.E., Atlanta	1959		12.8	N	14.6	S	5.6	S
51	Peachtree-Palisades Branch 1819 Peachtree Rd., N.E., Atlanta	1961		10.6	N	22.6	S	13.6	S
52	Perimeter-Jonesboro Branch 807 Conley Rd., S. E., Atlanta	1970		4.6	E	33.0	S	24.0	S
53	Pershing Point Branch 1447 Peachtree St., N.E., Atlanta	1964		10.2	N	24.2	S	15.2	S
54	Peyton Village Branch 2600 Gordon Rd., S.W., Atlanta	1969		6.8	N	28.0	S	19.0	S
55	Piedmont-Cain Branch 148 Cain St., N.E., Atlanta	1967		5.6	N	26.0	S	17.0	S
56	Roswell-East Andrews Branch 3200 Roswell Rd., N.E., Atlanta	1965		12.0	N	15.2	S	6.2	S

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	Applicant East Point (D)	Other Banks North Fulton (M)	Other Banks North Fulton (D)	Other Banks Sandy Springs (M)	Other Banks Sandy Springs (D)
57	Roswell-Mieuca Branch 4192 Roswell Rd., N.E., Atlanta	1963		14.8	N	15.0	S	6.0	S
58	South Expressway Branch 3714 Crown Rd., S.W., Atlanta	1961		3.0	E	31.8	S	22.8	S
59	South Moreland Branch 1259 Moreland Ave., S.E., Atlanta	1966		8.4	N	30.2	S	21.2	S
60	Stewart-Lakewood Branch 2034 Stewart Ave., S.E., Atlanta	1961		3.0	N	22.6	S	13.6	S
61	Tenth Street Branch 1088 Peachtree Rd., N.E., Atlanta	1922		9.0	N	24.2	S	15.2	S
62	First National Bank of Atlanta Main Office 2 Peachtree St., Atlanta	1865	$520,774	5.6	N	27.6	S	18.6	S
63	Airport Terminal Branch Atlanta Airport	1961		2.4	S	25.4	S	17.4	S
64	Buckhead Branch 3040 Peachtree Rd., N.E., Atlanta	1952		12.2	N	15.0	S	6.0	S
65	Chattahoochee Branch 1071 Chattahoochee Ave., N.W., Atlanta	1956		9.0	N	20.2	S	11.2	S
66	Cheshire Bridge Branch 2419 Cheshire Bridge Road, N.E., Atlanta	1965		11.2	N	16.6	S	7.6	S
67	Equitable Building Branch 100 Peachtree St., Atlanta	1969		5.6	N	27.6	S	18.6	S
68	Greenbriar Branch 2541 Greenbriar Parkway	1965		3.0	W	27.8	S	18.8	S

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks: North Fulton (M)	(D)	Other Banks: Sandy Springs (M)	(D)
69	Hemphill Branch 645 State St., Atlanta	1957		5.2	N	19.6	S	10.6	S
70	Lenox Towers Branch 3290 Peachtree Rd., N.E., Atlanta	1963		14.8	N	14.4	S	5.4	S
71	Merchandise Mart Branch 240 Peachtree St., N.W., Atlanta	1961		5.8	N	25.6	S	16.6	S
72	North Avenue Branch 615 Peachtree St., N.E., Atlanta	1928		5.8	N	23.4	S	14.4	S
73	Phipps Plaza Branch 3500 Peachtree Road, N.E., Atlanta	1969		16.8	N	14.2	S	5.2	S
74	Piedmont-Cheshire Branch 1678 Piedmont St., N.E., Atlanta	1956		10.6	N	16.2	S	7.2	S
75	Roswell-Mimosa Branch 4454 Roswell Rd., Atlanta	1965		9.0	N	12.0	S	3.0	S
76	Seventeenth Street Branch 1375 Peachtree St., N.E., Atlanta	1961		10.2	N	23.4	S	14.4	S
77	Seventeenth Street Drive-In Spring and Seventeenth St., Atlanta	1970		9.8	N	23.4	S	14.4	S
78	South Expressway Branch 3750 Crown Rd., S.W., Atlanta	1968		3.0	E	31.8	S	22.8	S
79	Stewart-Lakewood Branch 2691 Lakewood Ave., S.W., Atlanta	1955		3.0	N	22.6	S	13.6	S
80	Twenty-Sixth Branch 1776 Peachtree Rd., N.W., Atlanta	1952		10.6	N	22.6	S	13.6	S

EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	Applicant East Point (D)	Other Banks North Fulton (M)	Other Banks North Fulton (D)	Other Banks Sandy Springs (M)	Other Banks Sandy Springs (D)
81	West End Branch 612 Lee St., S.W., Atlanta	1928		3.8	N	30.2	S	21.2	S
82	National Bank of Georgia Main Office 34 Peachtree St., N.W., Atlanta	1911	$ 83,924	5.8	N	26.4	S	17.4	S
83	Buckhead Branch 3272 Peachtree Rd., N.E., Atlanta	1959		12.8	N	14.4	S	5.4	S
84	Cascade Branch 2318 Cascade Rd., S.W., Atlanta	1960		4.6	N	28.0	S	19.0	S
85	Doctor's Building Branch 494 Peachtree Rd., N.E., Atlanta	1963		8.4	N	23.4	S	14.4	S
86	Moreland-Custer Branch 1401 Moreland Ave., S.E., Atlanta	1961		8.4	N	30.2	S	21.2	S
87	Northside Fourteenth Branch 1112 Northside Dr., N.W., Atlanta	1960		4.6	N	20.4	S	11.4	S
88	Northside Parkway Branch 3330 Northside Pkwy, N.W., Atlanta	1967		12.8	N	16.6	S	7.6	S
89	Pershing Point Branch 1430 W. Peachtree St., N.W., Atlanta	1955		9.8	N	23.4	S	14.4	S
90	Ponce de Leon East Branch 676 Ponce de Leon Ave., Atlanta	1970		9.0	N	24.2	S	15.2	S
91	Ponce de Leon Branch 494 Ponce de Leon Ave., N.E., Atlanta	1949		8.8	N	24.6	S	15.6	S

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks: North Fulton (M)	(D)	Sandy Springs (M)	(D)
92	Roswell Mieuca Branch 4475 Roswell Rd., N.E., Atlanta	1965		9.0	W	12.0	S	3.7	S
93	West End Branch 874 Gordon St., S.W., Atlanta	1950		6.0	N	23.2	S	14.2	S
94	Trust Company of Georgia Main Office 35 Pryor St., N.E., Atlanta	1891	$340,885	5.6	N	26.0	S	17.0	S
95	Ben Hill Branch 3720 Campbellton Rd., N.W., Atlanta	1963		4.6	W	27.0	S	18.0	S
96	Buckhead Branch 3020 Peachtree Rd., N.W., Atlanta	1958		12.2	N	15.2	S	6.2	S
97	Chattahoochee Branch 1221 Chattahoochee Ave., N.W., Atlanta	1964		10.0	N	21.2	S	12.2	S
98	Colony Square Branch 1175 Peachtree St., N.E., Atlanta	1970		9.4	N	24.6	S	15.6	S
99	Fulton Industrial Branch 711 Fulton Industrial Blvd.	1967		12.8	N	20.0	S	11.0	S
100	Greenbriar Branch 3170 Greenbriar Parkway	1969		3.0	W	28.0	S	19.0	S
101	Hartford Building Branch 100 Edgewood Ave., N.E., Atlanta	1955		5.6	N	26.0	S	17.0	S
102	Jonesboro-Conley Road Branch Jonesboro Rd. and Old Conley Rd.	1970		6.8	E	37.8	S	28.8	S
103	Lakewood Branch 1701 Lakewood Ave., S.W., Atlanta	1969		10.0	N	28.0	S	19.0	S

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks North Fulton (M)	(D)	Sandy Springs (M)	(D)
104	Lenox Square Branch 3393 Peachtree Rd., N.E., Atlanta	1959		12.8	N	14.4	S	5.4	S
105	N.E. Freeway Branch 2160 Monroe Dr., N.E., Atlanta	1962		11.4	N	17.4	S	8.4	S
106	Northside Parkway Branch 3300 Northside Parkway, N.W., Atlanta	1968		12.8	N	16.6	S	7.6	S
107	Peachtree Center Branch 225 Peachtree Street, N.W., Atlanta	1969		12.8	N	25.6	S	16.6	S
108	Pershing Point Branch 1503 Peachtree St., N.E., Atlanta	1970		10.2	N	23.4	S	14.4	S
109	Phipps Plaza Branch 3500 Peachtree Rd., N.E., Atlanta	1969		12.8	N	14.4	S	5.4	S
110	Roswell Branch 3724 Roswell Rd., Atlanta	1968		13.2	N	13.6	S	4.6	S
111	West End Branch 670 Stewart Ave., S.W., Atlanta	1950		5.4	N	30.2	S	21.2	S
112	West Peachtree Branch 600 W. Peachtree, N.W., Atlanta	1949		8.4	N	22.8	S	14.4	S
113	Fulton Exchange Bank 244 S. Main St., Alpharetta	1920	$ 7,217	20.4	N	3.8	N	12.8	S
114	Roswell Bank Main Office 617 Atlanta St., Roswell	1901	$ 13,040	19.0	N	1.1	S	7.9	N
115	Facility 1222 Alpharetta St., Roswell	1965		20.0	N	.4	N	9.4	N

EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	Applicant East Point (D)	Other Banks North Fulton (M)	Other Banks North Fulton (D)	Other Banks Sandy Springs (M)	Other Banks Sandy Springs (D)
116	Trust Company of Georgia Bank of Sandy Springs 5898 Roswell Rd., Sandy Springs	1968	$ 3,920	13.2	N	9.4	S	.4	S
117	Bank of Fulton County Main Office 2791 East Point St., East Point	1934	$ 20,632	.4	W	30.2	S	21.2	S
118	Headland Branch 2855 Headland Dr., East Point	1969		3.0	W	28.0	S	19.0	S
119	Bank of The South Main Office 2093 Roosevelt Highway, College Park	1969	$ 10,059	.4	S	30.2	S	21.2	S
120	Branch 1876 Princeton Ave., College Park	1946		4.6	S	28.0	S	19.0	S
121	Citizens Bank of Hapeville Main Office 590 S. Central Ave., Hapeville	1945	$ 11,233	3.0	E	33.2	S	24.2	S
122	International Park Branch Atlanta Airport	1963		3.0	S	33.2	S	24.2	S
123	Fairburn Banking Company 65 Washington St., Fairburn	1902	$ 6,028	11.4	S	39.2	S	30.2	S
124	First Palmetto Bank 27 Toombs St., Palmetto	1918	$ 2,153	18.2	S	46.0	S	37.0	S

APPROVED--NOT OPENED

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks: North Fulton (M)	(D)	Sandy Springs (M)	(D)
125	Fulton National Bank Cheshire Bridge Rd. and Northeast Expy., Atlanta	-	-	11.2	N	16.6	S	7.6	S
126	Fulton National Bank 3067 Campbellton Rd., S.W., Atlanta	-	-	3.0	N	28.0	S	19.0	S
127	The Citizens and Southern National Bank 580 Ponce de Leon Ave., N.E., Atlanta	-	-	9.0	N	24.2	S	15.2	S
128	The Citizens and Southern National Bank Cheshire Bridge Rd. and LaVista Rd., Atlanta	-	-	11.2	N	16.6	S	7.6	S
129	The Citizens and Southern National Bank Oak and Lee Streets, S. W., Atlanta	-	-	5.1	N	21.8	S	12.8	S
130	The National Bank of Georgia 315 Boulevard, S.E., Atlanta	-	-	7.6	N	23.4	S	14.4	S

APPLICATIONS PENDING

Map No.	Name and Location (Post Office Address)								
131	The Citizens and Southern Bank of East Point Roswell Road and Dalrymple Rd., Atlanta	-	-	21.2	N	6.4	S	2.6	N
132	Fulton National Bank Washington Ave. and Church St., East Point	-	-	.8	W	31.0	S	22.0	S
133	Fulton National Bank Mt. Vernon Highway and Johnson Ferry Rd., Atlanta	-	-	21.6	N	8.5	S	.4	N

LICATIONS PENDING

Map No.	Name and location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)	Applicant East Point (M)	(D)	Other Banks: North Fulton (M)	(D)	Other Banks: Sandy Springs (M)	(D)
134	Fulton National Bank Fulton Industrial Blvd. and Selig Dr., Atlanta	-	-	11.4	N	26.4	S	17.4	S
135	First National Bank of Atlanta 4790 Fulton Industrial Blvd., Atlanta	-	-	12.8	N	19.6	S	10.6	S
136	First National Bank of Atlanta Roswell Road and Cromwell Road, Atlanta	-	-	21.6	N	8.6	S	.4	N
137	The National Bank of Georgia 6260 Roswell Road, Atlanta	-	-	21.6	N	8.6	S	.4	N
138	Fulton Exchange Bank Old Roswell Bank Bldg., Roswell	-	-	19.6	N	.4	S	7.6	N
139	Roswell Bank Roswell Road and Dalrymple Rd., Atlanta	-	-	21.2	N	6.4	S	2.6	N

(5) CONVENIENCE AND NEEDS OF COMMUNITY
(Continued)

If the Applicant Bank or Other Bank has pending applications for removal of bran or has received authority to establish branches which are not yet open for business, furnish pertinent details. Such branches should be listed and assigned numbers continu the sequence established in the foregoing schedules, and should be shown and appropriat identified on the map.

See EXHIBIT III

CONVENIENCE AND NEEDS OF COMMUNITY,

which follows

List the assigned numbers of any branches of the participating banks, including branches approved or applied for, which it is planned to discontinue or abandon if the proposed transaction is effected, and furnish pertinent details.

No branches of participating banks, including branches applied for, are planned to be discontinued or abandoned, if the proposed transaction is effected.

State whether the service area or areas of the Resulting Bank will be predominately agricultural, industrial, residential, or mixed, and describe the growth trend over the past ten years and the present economic outlook. (A concise general statement, rather than statistical data, is desired.)

See EXHIBIT IV

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

Discuss the lending power and capacity of each of the participating banks in relati to the credit needs of its service area, and how the lending power and capacity of the Resulting Bank will relate to those needs.

See EXHIBIT V

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

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Discuss the types of service which the Resulting Bank will offer which are not now offered by the participating banks in their respective service areas, indicating the ext to which such services are offered by other banks competing within such areas.

See EXHIBIT VI

CONVENIENCE AND NEEDS OF COMMUNITY

which follow

EXHIBIT III

CONVENIENCE AND NEEDS OF COMMUNITY

The Applicant Bank (C & S East Point) has submitted an application to the Superintendent of Banks, State of Georgia, and the Federal Deposit Insurance Corporation for permission to establish a branch office under the Banking Law, State of Georgia, as amended 1970:

Map No.	Location
131	Roswell Rd. & Dalrymple Rd. Atlanta

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EXHIBIT IV

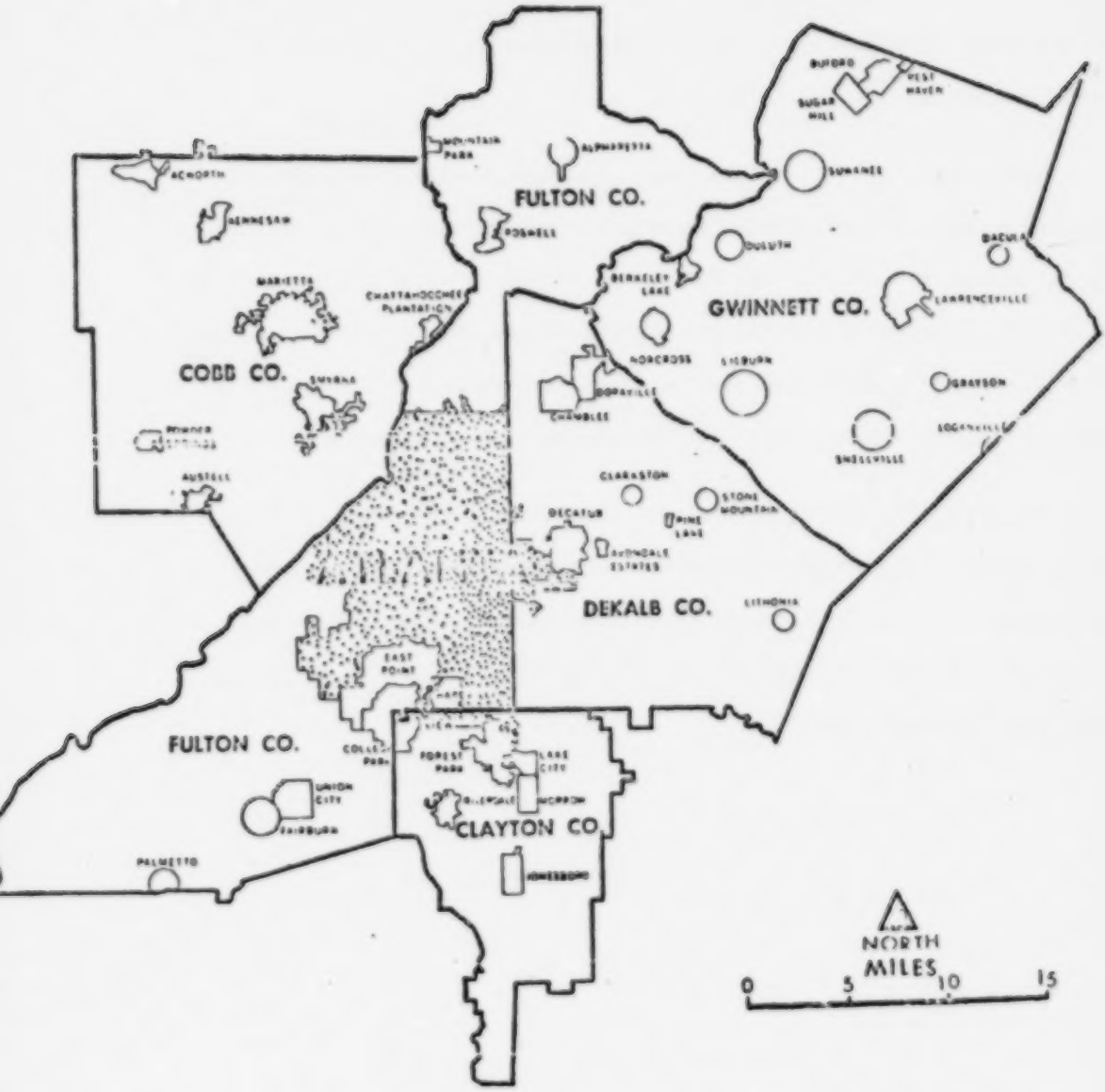
CONVENIENCE AND NEEDS OF COMMUNITY

Fulton County is the largest of the five counties making up the five - county Atlanta Standard Metropolitan Statistical Area (SMSA). Of its total 1970 population of 596,700 persons, almost 85 percent are residents of the City of Atlanta.

Since World War II, Fulton County, along with other Metropolitan Atlanta counties, have greatly benefitted by the emergence of Atlanta as the economic center of the rapidly growing Southeast Region, as well as a city of national prominence. Within Fulton County, itself, Atlanta's requirements have generated growing "sub-economies" in both the North and South Fulton County areas outside of the City of Atlanta.

The following map of the Atlanta SMSA shows the relationship of Fulton County (and its North and South areas) -- and other metropolitan area counties -- to the central City of Atlanta. Following the map, is presented a review of major economic trends taking place in the Atlanta SMSA and Fulton County.

METROPOLITAN ATLANTA



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The Atlanta Standard Metropolitan Statistical Area

The Atlanta Standard Metropolitan Statistical Area is the dominant economic hub of the Southeast. Although Atlanta has long been a regional distribution center, it has emerged during the 1960 - 70 decade to a new level -- taking on stronger characteristics as a city tied to the nation as well as the region it serves.

The Atlanta SMSA currently consists of five counties -- Clayton, Cobb, DeKalb, Fulton, and Gwinnett. Preliminary 1970 census figures show that as of April 1, 1970 Metropolitan Atlanta had a population of 1,375,746 persons. This is a 35.2 percent increase since 1960, compared to a 13.9 percent gain for the State of Georgia, and 14.6 percent for five of the southeastern states. Currently 30.6 percent of the State of Georgia's population resides in the Atlanta SMSA, compared to 25.8 percent in 1960

Looking ahead, the Atlanta SMSA is expected to reach a population of 1,572,900 persons by 1975, 2 million by 1983.

A review of a number of indicators clearly reflect Metropolitan Atlanta's dominant economic role in the Southeast and its emerging role as an important national center.

1. Preliminary 1970 census figures place Metropolitan Atlanta 21st in population among the nation's 231 Standard Metropolitan Statistical Areas.

2. Among the top 20 metropolitan areas in the nation, Atlanta ranked second during the 1960 - 69 period in percentage growth in non-agricultural employment, with a gain of 61.6 percent. Approximately 26,000 jobs were created in Metropolitan Atlanta each year during the 1960's for an annual average of 577,900 in 1969. Total employment should reach 780,000 by 1975. Similar to other inland regional centers (Dallas, Minneapolis - St. Paul and Kansas City) a greater proportion of Atlanta's employment is concentrated in the service-oriented categories of finance - insurance - real estate, transportation - communications - utilities, wholesale, retail trade, and services. This employment distribution reflects Atlanta's position as the management center for the region, not only as a physical collection and distribution point, but in the central centered activities such as finance, business services, and government.

3. Total private construction during the 1959 - 69 period exceeded $3.3 billion in Metropolitan Atlanta. Construction increased from $186.7 million in 1959 to almost $450 million in 1969.

4. Indication of Atlanta's strong regional role as trade capital of the region is the presence of operations of 413 of the Fortune 500 list of the nation's largest industrial corporations. Also represented in Atlanta are 46 of the 50 largest life insurance companies, 19 of the 50 largest retailing companies and 39 of the largest transportation companies.

5. Atlanta is one of the nation's major government centers. There are 90 agencies, departments, or divisions of Federal government operations in Atlanta with approximately 28,500 employees. Total government employment exceeded 89,000 in 1969.

6. Metropolitan Atlanta easily leads the State in per household effective buying income, $11,344 compared to $9,117. It also leads the South Atlantic States ($9,294) and the United States ($10,048). By 1975 Atlanta families should have a disposable income of $15,850.

7. Retail sales more than doubled during the 1958 - 1969 period, from $1.23 billion to $2.73 billion.

8. Reflecting Metropolitan Atlanta's distribution role, wholesale sales increased from almost $4 billion in 1958 to $8.5 billion in 1967, well over a 100 percent increase.

9. Almost 160,000 housing units were constructed in Metropolitan Atlanta in the 1960 - 1969 period. Approximately 40 percent of the total were in multi-family structures. It is expected that 250,000 new housing units will be required during the 1970 - 1980 decade to meet the needs of a growing population. This means that even higher annual rate of production will take place. 25,000 units each year as compared to the 9-year average of almost 18,000 units.

In the same manner, the following list of selected national rankings illustrate the economic vigor of Metropolitan Atlanta:

	National SMSA Ranking
Total residential construction, 1969	11th
Downtown construction, 1967	8th
Residential units authorized for construction, 1969	13th
Postal receipts, 1968	10th
Wholesale trade, 1967	8th
Bank clearings, 1968	9th
Air traffic (enplaned passengers), 1968	4th
Mercantile construction, 1969	6th

Fulton County

Until shortly after World War II, Fulton County was largely the sole economic beneficiary of the presence of the City of Atlanta within its borders. The growth and prosperity of the County was directly proportional to the growth of Atlanta, and the other seven Fulton municipalities were of little consequence, so overriding was Atlanta's importance. This is still true to a great extent, but Atlanta's requirements have spawned a new set of economic generators in sectors of Fulton County, outside of the City of Atlanta, as well as in the other four metropolitan area counties.

A growing "sub-economy" has grown up in the Tri-Cities area (East Point, College Park, and Hapeville) in South Fulton based, to a large degree, on the Atlanta Airport. With the opening of important traffic arteries -- I-85 and I-285 -- through the southern portion of Fulton County, the influence of this "sub-economy" is spreading southward into a predominantly rural region.

In a similar fashion, to the north in the Sandy Springs - Roswell area -- North Fulton -- new supporting and independent activities are taking place.

Basic economic trends taking place in Fulton County, as a whole, as well as in the "sub-economies" of South Fulton (in which the applicant bank -- C & S East Point -- has its main office and branch) and North Fulton (in which both C & S North Fulton and C & S Sandy Springs are located) are presented in the following pages.

Population Trends, Fulton County

As Metropolitan Atlanta's economic growth has spread into surrounding counties, its share of the total Atlanta SMSA population has decreased -- from 65.1 percent in 1950 to 43.4 percent in 1970. However, Fulton County's population base continues to grow, and with a total 1970 population of 596,700 persons it still remains well ahead of the second - largest metropolitan area county -- DeKalb -- with its 1970 population of 414,085.

Population data for the Atlanta SMSA, by counties, is summarized in the following table:

POPULATION, ATLANTA SMSA,
BY COUNTIES, 1950, 1960 and 1970

	1950	1960	1970
Clayton	22,872	46,365	96,172
Cobb	61,830	114,174	196,645
DeKalb	136,395	256,782	414,085
Fulton	473,572	556,326	596,700
Gwinnett	32,320	43,541	72,144
Total	726,989	1,017,188	1,375,746

Percent of Total
Atlanta SMSA

Clayton	3.1%	4.6%	7.0%
Cobb	8.5	11.2	14.2
DeKalb	18.8	25.2	30.1
Fulton	65.1	54.7	43.4
Gwinnett	4.5	4.3	5.3
Total	100.0%	100.0%	100.0%

Sources: 1950, 1960, and 1970 (preliminary figures)
U. S. Bureau of the Census

In 1950 over 95 percent of Fulton County's population resided in one of its eight municipalities. During the past twenty years this ratio has been reduced to 87 percent due to the growth of residential areas in unincorporated Fulton, principally north of the Atlanta city limits in the Sandy Springs area. The largest of these municipalities, exclusive of Atlanta, are the South Fulton cities of College Park, East Point, and Hapeville. The largest of these, East Point, increased in population by approximately 3,700 during the past decade to 39,399. The other two lost as Atlanta Airport expansion activity chewed through residential areas.

Population trends for the incorporated areas and unincorporated area of Fulton County are summarized in the following table:

Population Trends, Incorporated and Unincorporated
Fulton County, 1950, 1960, and 1970

Incorporated Areas	1950	1960	1970	Average Annual Net Change 1950-60	Average Annual Net Change 1960-70
Atlanta (in Fulton)*	399,536	446,123	440,900	4,659	(522)
Alpharetta	917	1,349	2,482	43	113
College Park*	15,260	23,469	19,875	821	(359)
East Point*	21,797	35,633	39,399	1,384	377
Fairburn	1,889	2,470	3,093	58	62
Hapeville	8,560	10,082	7,646	152	(244)
Roswell	2,123	2,983	5,412	86	243
Union City	1,490	2,118	2,897	63	78
Total	451,572	524,227	521,704	7,266	(252)
Unincorporated Area	22,000	32,099	74,996	1,009	4,290
Total Fulton	473,572	556,326	596,700	8,275	4,038

* 1950 population adjusted to 1960 city limits.

Sources: 1950, 1960, and 1970 (preliminary figures)
U. S. Bureau of the Census.

Looking ahead, Fulton County's population is expected to increase by some 33,300 persons during the next five years. With a projected 1975 population of 630,000, Fulton County will account for 40.1 percent of the Atlanta SMSA total 1975 population.

Personal Income

Fulton County ranks third among Metropolitan Atlanta's five counties in average disposable income per household with $11,133 -- following DeKalb ($13,023) and Cobb ($11,392). This is due primarily to the "heavy drag" on the average by the densely populated low-income areas in central Atlanta. Looking ahead, by 1975 it is estimated that Fulton County's average disposable income per household will reach $14,424 -- equivalent to 91 percent of the average of $15,850 projected for the Atlanta SMSA, as a whole.

Construction

During the 1964-69 period, a total of 36,855 residential building permits were issued in the City of Atlanta and unincorporated Fulton County -- with the City of Atlanta accounting for 65 percent of the total. Similar to other major cities, the great bulk of the City of Atlanta's new residential construction has been in multi-family (apartment units). Multi-family developments have also spilled over to a large degree into the unincorporated areas of the county -- which still, however, account for most of the county's new single - family construction.

Building Permits Issued
City of Atlanta and Unincorporated Fulton County
1964 - 69

	Single Family	Multi-Family	Total
City of Atlanta	3,822	20,120	23,942
Unincorporated Fulton	6,917	5,996	12,913
Total	10,739	26,116	36,855

Sources: Office of Building Inspector, City of Atlanta and Fulton County.

The total value of new construction (as per building permits) in the City of Atlanta and unincorporated Fulton County totaled almost $1.2 billion for the 1964-69 period. Of this total, the City of Atlanta accounted for 71 percent of the value of new residential construction (reflecting primarily the city's substantial apartment development) and over 85 percent of the total value of non-residential construction. Atlanta's total of over one-half billion dollars in non-residential reflects, to a large degree, the major construction, still underway, in Downtown Atlanta.

Major construction currently underway in the Atlanta downtown area included the 26-story Coastal States Life Building, to cost $12 million and Stouffers Hotel, a 28-story 525 room facility which will join some 50 other hotels and motels that have been built in the metropolitan area during the past decade. Of the current inventory of 14,000 hotel and motel rooms in Atlanta, almost 10,000 were built in this decade.

Major projects on the drawing boards include the $200 million Park Place/Atlanta development near the State Capitol, and a new Federal office and courthouse building near City Hall. This building will rise 20-40 stories, depending on ground space, and will have 1,150,000 square feet of space with a daytime population of 4,700.

Downtown Atlanta added 17 new buildings with 15 or more floors in height, including the second largest merchandise mart in the nation with two million square feet and the 1,000 room Regency Hyatt House Hotel. Plans are for a 70-story office building, another 1,000 room hotel and high-rise apartments in the Peachtree Center area.

Major public facilities constructed during the 1960's include Atlanta Stadium ($18 million), Civic Center ($10 million), Memorial Arts Center ($13 million), and Atlanta Airport expansion ($20 million).

Value of New Construction
as per Building Permits, City of Atlanta
and Unincorporated Fulton County, 1964-69

	Residential ($000)	Non-Residential ($000)	Total ($000)
City of Atlanta	$408,271	$522,603	$930,874
Unincorporated Fulton	166,449	88,930	255,379
Total	$574,720	$611,533	$1,186,253

Sources: Office of the Building Inspector, City of Atlanta and Fulton County.

Employment

The Fulton-DeKalb County economies are so inter-twined that the Georgia Department of Labor does not break out employment between the two in its annual county employment estimates, reporting them as a single unit. Thus, reliable source for data on Fulton employment from which a time series can be formulated is the County Business Patterns of the Bureau of the Census. These statistics include only those jobs covered by FICA, excluding government employees, self-employed, domestics and certain railroad employees. Nevertheless, certain important trends can be gleamed from these reports.

In 1968, 72.7 percent of Metropolitan Atlanta jobs were in Fulton County -- down from 77.7 percent 1962 -- as other maturing counties in the SMSA have increased their share of area employment growth. During the 1962-68 period, total Fulton County employment increased from 325,527 workers to 470,240 workers.

Looking ahead, Fulton County's total employment is expected to reach over 638,000 workers by 1975 -- excluding government workers, self-employed persons, and domestics.

Fulton County employment trends for the 1962-68 period are summarized in the following table:

FULTON COUNTY EMPLOYMENT[1]

	1959	1962	1965	1968
FULTON COUNTY TOTAL	234,311	252,881	297 458	341,958
Agricultural Services	600	736	685	692
Contract Construction	13,573	14,336	23,039	22,850
Manufacturing	57,693	61,853	64,648	69,064
Transportation, Utilities, Communication	25,657	26,268	33,338	39,852
Wholesale Trade	31,677	33,346	41,525	51,142
Retail Trade	45,977	46,957	53,685	61,439
Finance, Insurance, Real Estate	21,586	26,466	30,138	33,459
Services	35,766	39,307	49,698	62,147

[1]Employment as of mid-March pay period each year. Excludes government employees, self-employed persons, farm workers and domestics.

Note: Columns do not add to totals due to figures withheld to avoid disclosure of operations of individual units and employment in unclassified establishments.

Source: Bureau of The Census, County Business Patterns

Fulton County has an awkward geographical configuration which stems from the absorption of a neighboring county and portion of another one in earlier years. The county stretches 57 miles north - south. In addition the city limits of Atlanta, which extend from Fulton's western border at the Chattahoochee River east to the DeKalb County line, separates South Fulton -- site of C & S East Point -- and North Fulton -- site of C & S North Fulton and C & S Sandy Springs. Therefore it is worthwhile to examine these two sectors of Fulton County, separately. For this analysis, North Fulton includes all of the area of Fulton County north of the Atlanta city limits -- South Fulton, the area in Fulton County south of the corporate limits of Atlanta.

In 1950, the two small municipalities in North Fulton, Alpharetta and Roswell, contained only 3,040 residents. Sandy Springs, an unincorporated area generally bounded on the south by the Atlanta city limits, west and south by the Chattahoochee River and on the east by DeKalb County, had approximately 4,000 residents, leaving 8,457 scattered throughout the rest of the North Fulton area. From 3.3 percent of the total Fulton County population in 1950, North Fulton now has 9.2 percent - 55,000 - and should reach 10.8

percent, or 60,000, by 1975. Alpharetta and Roswell advanced to a combined total of 7,805 in 1970, leaving most of the growth during the past decade to the Sandy Springs area.

South Fulton, like North Fulton, is increasing its relative share of the total county population. From 12.4 percent in 1950, South Fulton advanced to an estimated 16.9 percent - 100,800 - in 1970, and is expected to contain 19.4 percent by 1975. The Tri-Cities of College Park, East Point and Hapeville immediately south of the corporate limits of Atlanta contain most of the incorporated population. The smaller towns of Union City and Fairburn in the southwest portion are not experiencing significant growth.

Population Trends, North Fulton,
City of Atlanta, and South Fulton, 1950, 1960 and 1970

	1950	1960	1970
North Fulton	15,497	29,680	55,000*
City of Atlanta (in Fulton)	399,536	446,123	440,900
South Fulton	58,539	80,523	100,800*
Total Fulton	473,572	556,326	596,700

* Estimated from preliminary Census results, and recent census tract estimates by Atlanta Region Metropolitan Planning Commission.

Sources: 1950, 1960, and 1970 (preliminary figures)
U. S. Bureau of the Census.

Commercial and apartment developments in North Fulton are concentrated in a narrow corridor along Roswell Road, extending north from the corporate limits of Atlanta to Interstate 285 and on to Abernathy Road. This area is bi-sected by I-285 in an east-west direction. North Fulton Expressway, under construction from I-285 north, will bisect North Fulton in a north-south direction and eventually tie into the metropolitan expressway network, extending south across I-85 and through central Atlanta. This will bring heretofore isolated sections of North Fulton within minutes of a major portion of the metropolitan area.

DeKalb County, adjacent to North Fulton on the east, is building up rapidly, particularly with office parks and apartment complexes along I 285. This is also true of Cobb County to the west. These pressures plus a new direct, limited-access transportation route scheduled to be opened in late 1970 north to Alpharetta, portends rapid development for North Fulton during the next 5 - 10 years.

The Sandy Springs area is basically a bedroom suburb for people who work in Atlanta. Average family incomes are nearly twice the metropolitan average. The relatively high income level, coupled with low-density development, make the automobile an important part of life. There is one car for every 2.2 people, compared with one car for every 3.1 people in the metropolitan area.

Sandy Springs accounted for 1,500 of the 1,702 housing units constructed in North Fulton in 1968, and 1,913 of the 2,329 units constructed in 1969.

Since North Fulton is not served by rail and the far north portion does not have good accessibility to downtown Atlanta by automobile, industrialization has not materialized. The largest employer is Western Electric Company, just north of the Sandy Springs business area, with 2,385 employees. A new office park, Landmark VI, has been proposed for the intersection of the North Fulton Expressway and I-285.

Shopping centers in North Fulton include Sandy Springs North Plaza and Harmond Square, both in the Sandy Springs business area.

As with other parts of the metropolitan area, the opening of the interstate Highway System provided the impetus for development in South Fulton during the later years of the past decade. I-20 west from central Atlanta to Cobb County, I-285 south to Atlanta Airport, I-85 southwest to Fayette County, and the Lakewood Extension from I-75 south to I-285 provided corridors for development.

Industrialization began with the opening of the county-owned Fulton Industrial District along the Chattahoochee River six miles west of Atlanta. This 2,000 acre district now has 125 firms with a total employment of 3,500.

North and adjacent to this district is the Fulton County Airport, the busiest general aviation airport in the Southeast with approximately 300 employees. Great Southwest Industrial Park, a 3,000 acre planned development, is located south and adjacent to Fulton Industrial District. From 1965 to 1969, 71 sites were sold to industrial users. Over 90 industrial firms and 3.6 million square feet of industrial building are in the park. There are eight other industrial districts in South Fulton in various stages of development.

The Atlanta Airport employs approximately 13,000 workers. By 1980 the number should increase to approximately 30,000, making the airport an employment center next in size to downtown Atlanta. Since an estimated 85 percent of airport workers live in the southeast and southwest quadrants of the metropolitan area, this employment center has a major economic impact on South Fulton. An expansion program is currently underway that will increase investment in this facility to $200 million. Adjacent to the airport, the Ford Motor Company assembly plant employs 3,850.

With the extension of I-85 south through Fulton County, industrialization has started in the southwestern portion of the county. Owens-Corning Fiberglass Corporation has a 200,000 square foot facility under construction near Fairburn that will initially employ 200 workers with a $2.5 million annual payroll.

International Office Park, across Virginia Avenue from Atlanta Airport, currently has about 385,000 square feet of space and houses approximately 1,000 employees. Another new office park in the vicinity, Landmark XII, projects 300,000 square feet. The economy of this area is almost entirely airport-oriented, and has merged with the northern portion of Clayton County. Part of the airport property is located in Clayton County, and serious attention is being given to the possibility of expanding the airport across I-285 into Clayton County. There seems to be little question that the airport will be expanded considerably, even beyond the current expansion program. The City administration is dedicated to keeping this airport in operation when a new one is built, which will be some 5 - 10 years in the future. In any event, South Fulton will continue to thrive economically on Atlanta Airport for an indefinite period.

New developments in the near South Fulton area include the construction of Delta Airlines' reservation center near Greenbriar Shopping Center. Greenbriar is the only regional shopping center in South Fulton and is just inside the Atlanta city limits. Unannounced plans are for Delta to construct its corporate headquarters in this area in a 4-building $6 million complex. Announcement has been made for a $92 million 832 acre planned total community about 11 miles southwest of Atlanta.

EXHIBIT V

CONVENIENCE AND NEED OF COMMUNITY
LENDING POWER AND CAPACITY OF PARTICIPATING BANKS

The lending power and capacity of participating banks (as well as other banks) are limited in meeting the credit needs of an individual borrower on an unsecured basis to 10% of capital and unimpaired surplus, and on a secured basis to 20% of capital and unimpaired surplus. For both state - chartered in Georgia and national chartered banks capital is defined to include: capital notes and debentures, preferred stock and common stock. For state - chartered banks in Georgia unimpaired surplus includes the surplus account only. For national - chartered banks unimpaired surplus is defined to include: surplus, undivided profits, reserve for contingencies and other capital reserves, plus 50% of the reserve for bad debt losses on loans.

As per call reports of June 30, 1970, the dollar loan limits of each of the participating banks and the Resulting Bank would be as follows:

	Dollar Loan Limit to an Individual Borrower	
	Unsecured	Secured
The Citizens and Southern Bank of East Point	$112,500	$225,000
The Citizens and Southern Bank of North Fulton	60,000	120,000
The Citizens and Southern Bank of Sandy Springs	85,000	170,000
RESULTING BANK	$257,500	$515,000

As shown above, the Resulting Bank would be in a position to meet the increasing capital needs of individual market area borrowers -- especially growing small and moderate size businesses -- which now, in many cases, can only be handled by the sale of loan participations.

EXHIBIT VI

CONVENIENCE AND NEEDS OF COMMUNITY

The consummation of the proposed transaction will result in more effective service to present customers of the participating banks. Present customers of C&S Sandy Springs and C&S North Fulton will have direct access to the full scope and variety of services of the C&S system—which services are available directly to customers of all C&S Holding Company affiliate banks—including: personal and corporate trust services, factoring, real estate lending, enterprise capital loans, international banking, and travel department.

With the availability of a single C&S bank in various areas of Fulton County outside Atlanta, suburban businesses which operate in more than one part of the County outside Atlanta will not be required to maintain banking accounts with more than one bank in order to have ready access to C&S facilities where their business is transacted. Likewise, residents living in one part of the suburban County but working in another part, will have the convenience of dealing with the same bank both at home and where they work.

In summary, there will be no decrease in the types of services now being offered by the participating banks if the proposed transaction is approved. While approval will not bring any immediate expansion of the types of banking services available through the participating banks, it will make the wide range of C&S services directly and more conveniently available to customers of the participating banks.

In addition, the Resulting Bank, because of its larger capital base will be able to serve larger corporate customers —many of which require banks of a certain size before designating them as depositories. It is believed that this factor will enable the Resulting Bank to play a more important role in the community which it will serve. Identification of businesses located in Fulton County outside Atlanta with a bank having its main office there will focus the attention of these corporate customers upon the unique opportunities and problems of the rapidly growing community served by the Resulting Bank. Similarly, the resultant larger capital base will make it possible for the Resulting Bank to service larger credit needs without the necessity of having to sell participations in loans in order to meet these needs.

The unique range and depth of banking services offered by C&S are not duplicated by other banks serving the areas served by the participating banks. Customers of the C&S correspondent associate banks have, it is felt, chosen them to do business with because of the availability of the C&S services through the banks, even though the correspondent associate status meant that in certain cases the services were available indirectly and by reference. Approval of the transaction would, therefore, enable the participating banks more fully to recognize this choice of their customers and to enlarge their abilities to implement the customer's chosen banking program.

(5) CONSIDERATIONS AS TO TERMS OF AGREEMENT
(Continued)

Discuss the past record of the participating banks with respect to their growth, awareness of their responsibilities to the community, and alertness to provide needed services.

See Exhibit VII
CONVENIENCE AND NEEDS OF COMMUNITY
Attached

Other supporting information relative to the factor of convenience and needs of the communities served by the participating banks and to be served by the Resulting Bank is as follows:

None

BEST COPY AVAILABLE

(6) CONSISTENCY OF CORPORATE POWERS

The Applicant Bank is organized pursuant to Article VIII State Banking Law of Georgia; Chapter 13-9, Code of Georgia, as amended
(Give citation of State statutory provisions)

There is attached hereto a true copy of the Articles of Incorporation or Association of the bank, together with all amendments thereto. (If previously submitted, only subsequent amendments are to be attached.)

(7) EFFECT OF PROPOSED TRANSACTION ON COMPETITION
(Including Any Tendency Toward Monopoly)

The Applicant Bank is requested to furnish herewith as part of this application the following exhibits:

Exhibit A - Schedules showing the total "IPC" deposits, both demand and time, and total loans and discounts of:

1. Applicant Bank, Other Bank, and each other bank competing within the service area or areas of the Applicant Bank;

2. Other Bank, Applicant Bank, and each other bank competing within the service area or areas of the Other Bank;

3. Resulting Bank and each other bank competing within the service area or areas of the Resulting Bank;

and showing for each service area the percentages of "IPC" deposits and loans and discounts of each bank in relation to the aggregates for that particular service area.

EXHIBIT VII

CONVENIENCE AND NEEDS OF COMMUNITY

With the support of the C&S system, the participating banks have actively expanded their services to the communities in which they are located. Implementation of the C&S philosophy that a primary requirement of full-service banking is the service of meeting the growing credit needs of growing communities is illustrated in the following table which sets forth the total loans made by the participating banks during the years 1965-1970 (June 30):

Total Loans ($000)	C&S East Point	C&S North Fulton	C&S Sandy Springs
December 31, 1965	9,147.9		3,754.1
December 31, 1966	11,969.7		5,188.0
December 31, 1967	12,777.8	1,119.7	6,161.0
December 31, 1968	15,784.0	2,485.8	8,929.7
December 31, 1969	24,002.0	5,006.0	13,246.2
June 30, 1970	23,992.7	5,216.6	14,010.6

Similarly, the commitments of the participating banks to provide the resources necessary for support of the growing communities served by them is shown in the following table, which reflects the total deposits held by each of the participating banks during the years 1965-1970 (as of June 30):

Total Deposits ($000)	East Point	North Fulton	Sandy Springs
December 31, 1965	14,538.2		6,447.5
December 31, 1966	16,198.5		8,478.7
December 31, 1967	18,652.4	1,749.7	10,497.9
December 31, 1968	22,345.7	3,526.0	13,956.8
December 31, 1969	27,528.7	5,333.1	16,807.2
June 30, 1970	25,888.2	5,820.6	17,736.8

The response to the needs of their communities which is demonstrated by the growth shown on the above tables is one measure

of the records of the banks involved in this transaction. Equally as important is their record of bringing to their communities the opportunity of participating in the innovative banking services and programs originated by the C&S system, such as individual tax return preparation, payroll accounting plans, bank credit cards and "enterprise lending" (specialized lending programs for small high-risk businesses). This record of expanding the types and numbers of banking services to meet the needs of changing, more economically complex communities, together with the measureable growth in banking resources and activity, demonstrates the awareness of the participating banks to the needs of their communities, and their alertness to provide needed services.

BANKING OFFICES IN FULTON COUNTY

including banking offices in business as of year-end 1960, and as of September 1, 1970 -- -- approved - not open banking offices -- applications pending for new banking offices.

	In Business 1960	In Business 1970	Approved Not Open	Applications Pending
The Citizens and Southern Bank of East Point	1	2	-	1
The Citizens and Southern Bank of North Fulton	-	1	-	-
The Citizens and Southern Bank of Sandy Springs	1	1	-	-
City of Atlanta:				
Citizens Trust Company	2	2	-	-
Fulton National Bank	10	16	2	3
Georgia Savings Bank and Trust Company	1	1	-	-
Mercantile National Bank	-	1	-	-
Peoples American Bank of Atlanta	2	5	-	-
The Citizens and Southern National Bank	13	32	3	
The First National Bank of Atlanta	9	20	-	2
The National Bank of Georgia	7	12	1	1
Trust Company of Georgia	5	19	-	-
North Fulton:				
Fulton Exchange Bank	1	1	-	1
Roswell Bank	1	2	-	1
Trust Company of Georgia Bank of Sandy Springs	-	1	-	-
South Fulton:				
Bank of Fulton County	1	2	-	-
Bank of the South	1	2	-	-
Citizens Bank of Hapeville	1	2	-	-
Fairburn Banking Company	1	1	-	-
First Palmetto Bank	1	1	-	-
TOTAL	58	124	6	9

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TOTAL "IPC" DEPOSITS AND LOANS
FULTON COUNTY JUNE 30, 1970

	"IPC" Deposits June 30, 1970 ($000)	% of Total	Total Loans June 30, 1970 ($000)	% of Total
The Citizens and Southern Bank of East Point	$ 21,417	1.1%	$ 23,993	1.2%
The Citizens and Southern Bank of North Fulton	5,130	.3	5,217	.2
The Citizens and Southern Bank of Sandy Springs	16,574	.9	14,011	.7
RESULTING BANK	$ 43,121	2.3%	$ 43,221	2.1%
City of Atlanta:				
Citizens Trust Company	20,281	1.1	10,779	.5
Fulton National Bank	192,163(a)	10.3	200,079(a)	9.8
Georgia Savings Bank and Trust Company	11,468	.6	10,077	.5
Mercantile National Bank	5,798	.3	4,542	.2
Peoples American Bank of Atlanta	20,357	1.1	19,589	1.0
The Citizens and Southern National Bank	552,492(b)	29.6	742,049(c)	36.5
The First National Bank of Atlanta	520,774(a)	27.9	545,094(a)	26.8
The National Bank of Georgia	83,914(a)	4.5	65,262(a)	3.2
Trust Company of Georgia	340,885(a)	18.4	337,626(a)	16.7
North Fulton:				
Fulton Exchange Bank	7,217	.4	6,100	.3
Roswell Bank	13,040	.7	9,964	.5
Trust Company of Georgia Bank of Sandy Springs	3,970	.2	1,478	.1
South Fulton:				
Bank of Fulton County	20,632	1.1	14,414	.7
Bank of the South	10,039	.5	5,983	.3
Citizens Bank of Hapeville	11,223	.6	9,459	.5
Fairburn Banking Company	6,028	.3	4,030	.2
First Palmetto Bank	2,153	.1	1,322	.1
TOTAL	$1,865,565	100.0%	$2,031,149	100.0%

Sources: Reports of Condition, June 30, 1970.

(a) Total "IPC" Deposits and Loans as per Report of Condition, June 30, 1970, less estimates for DeKalb County branches of these banks made by Marketing Research Department. The Citizens and Southern Holding Company.

(b) FDIC Call Summary of Deposits, June 30, 1970 less Moreland Branch in DeKalb County.

(c) Comptroller's Department, The Citizens and Southern National Bank.

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(1) [illegible]
(Including any banking house only)
(Continued)

Exhibit B - Comment on the extent and intensity of competition in the service areas of the Applicant Bank and Other Bank provided by savings and loan associations, industrial banks, and factors, and furnish a schedule showing the total withdrawable balances and total loans of each such institution operating an office or offices within the respective service areas.

Exhibit C - Comment on the extent and intensity of competition in the service areas of the Applicant Bank and Other Bank provided by (a) insurance companies, (b) credit unions, (c) sales finance companies, (d) personal loan companies, (e) factors, (f) direct lending agencies of government, and (g) financial institutions located outside such service areas.

Exhibit D - Comment on the extent to which the Applicant Bank and Other Bank have deposit accounts and loan accounts of the same individuals, partnerships, and corporations, and estimate the aggregate number and dollar amount of such accounts in each bank.

Exhibit E - Comment on the extent to which deposits and loans of the Applicant Bank and Other Bank originate in each other's service area or areas.

Exhibit F - Schedule showing the number and total dollar amount of loans originated during the preceding calendar year by (a) Applicant Bank, and (b) Other Bank, which were shared or placed with each other or with any other bank or banks, indicating the dollar amount of such loans retained by the originating bank and comment on the reasons why such placements were made.

Exhibit G - Schedule showing interest rates and service charges on loans and deposits of each of the participating banks, and the proposed interest rates and service charges for the Resulting Bank in relation to such rates and charges of other competing banks and financial institutions.

Exhibit H - Comment on trust department activities of the Applicant Bank and Other Bank, the extent to which each bank has trust department business originating in the other's service area or areas, and compare the aggregate holdings, including the number of accounts, for each major type of fiduciary or agency appointment. (Indicate the bases for assigning book carrying values.)

Exhibit I - If five per cent or more of the stock of any bank, including the participating banks, is owned by any director or officer of the participating banks, or any pension or profit sharing trust established or administered by such banks, state the name of the owner, name and location of the bank, and the percentage of shares owned.

Exhibit J - Statement as to whether the Applicant Bank or Other Bank is affiliated with or has a stock interest in any other bank, the stock of which is owned by a bank holding company as defined in the Bank Holding Company Act of 1956.

Exhibit K - Comment on the over-all effect of the proposed transaction on the competitive situation, both with respect to commercial and trust business, in the service area or areas of the Resulting Bank, noting both favorable and unfavorable considerations, and state whether the field of competition of the Resulting Bank will be local, regional, national, or international.

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EXHIBITS B AND C
COMPETITION IN THE RELEVANT FULTON COUNTY MARKET
FROM OTHER FINANCIAL INSTITUTIONS

Competition from non-bank financial institutions in the relevant Fulton County market has historically been strong, and can be expected to remain a significant factor in the future. Growth trends for various categories of non-bank lending institutions -- both in terms of number of offices in operation and lending activities -- are described more fully in the following schedules.

Savings and Loan Associations

Atlanta and Fulton County savings and loans, unlike commercial banks, are unrestricted as to branching across county lines and consequently open new offices throughout the five-county Atlanta metropolitan area and beyond.

City of Atlanta and Fulton County savings and loan associations are active competitors for both savings deposits and loan customers, and can readily be considered bank competition in the City of Atlanta and Fulton County. While the number of existing savings and loan offices in Fulton County increased only slightly, from 30 to 35 between 1965 and 1970, total assets of all Fulton County savings and loan associations increased from $683,070,000 to $927,568,000 during the same period.

In addition to the existing S & L offices in Fulton County, as of September 1, 1970, there are currently three approved but unopened offices and one branch application pending. These offices are indicated in the following table.

SAVINGS AND LOAN OFFICES
CITY OF ATLANTA AND FULTON COUNTY
AS OF SEPTEMBER 1, 197[illegible]

IN BUSINESS	Date Open	January 1, 1970 Deposits ($000)	Loans ($000)	Assets ($000)
Atlanta Federal Savings and Loan Association				
Main Office: 20 Marietta St., Atlanta	1928	$[illegible]26,438	$338,130	$395,088
Branch Offices: 3235 Peachtree Rd., Atlanta	1956			
3080 Campbellton Rd., Atlanta	1965			
2881 Lakewood Ave., Atlanta	1959			
1124 Peachtree St., N.E., Atlanta	1953			
921 Gordon St., S.W., Atlanta	1951			
1605 Monroe Drive, N.E., Atlanta	1969			
3581 Main Street, College Park	1961			
4605 Roswell Rd., N.E.	1968			
Fidelity Federal Savings and Loan Association				
Main Office: 300 W. Peachtree St., N.W., Atlanta	1952	$ [illegible]0,740	$ 11,876	$ 13,396
Branch Office: 3393 Peachtree Rd., N.W., Atlanta	1960			
First Federal Savings and Loan Association				
Main Office: 40 Marietta Street, N.W., Atlanta	1924	$ 69,346	$ 75,288	$ 87,445
Branch Offices: 1870 Piedmont Rd., N.E., Atlanta	1956			
2267 Marietta Blvd., N.W., Atlanta	1970			
1612 Cleveland Avenue, East Point	1950			
6160 Roswell Rd.	1965			

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	Date Open	January 1, 1970 Deposits ($000)	Loans ($000)	Assets ($000)
Fulton Federal Savings and Loan Association				
Main Office: 21 Edgewood Ave., N.E., Atlanta	1933	$183,592	$200,879	$237,783
Branch Offices: 3024 Peachtree Rd., N.W., Atlanta	1956			
979 Virginia Ave., N.E., Atlanta	1961			
2357 Sewell Rd., S.W., Atlanta	1962			
740 W. Peachtree St., N.W., Atlanta	1967			
2860 East Point St., East Point	1950			
1184 Alpharetta Rd., Roswell	1965			
Home Federal Savings and Loan Association				
Main Office: 77 Forsyth St., N.W., Atlanta	1929	$ 15,681	$ 17,364	$ 19,783
Mutual Federal Savings and Loan Association				
Main Office: 205 Auburn Ave., N.E., Atlanta	1925	$ 8,349	$ 8,289	$ 9,950
Branch Office: 2563 Gordon Rd., N.W., Atlanta	1962			
Peachtree Federal Savings and Loan Association				
Main Office: 3030 Peachtree Rd., N.W., Atlanta	1948	$ 30,327	$ 29,552	$ 33,319
Branch Office: 6343 Roswell Rd., N.E., Roswell	1962			
Southern Federal Savings and Loan Association				
Main Office: 712 W. Peachtree St., N.W., Atlanta	1936	$ 22,239	$ 25,705	$ 28,978
Standard Federal Savings and Loan Association				
Main Office: 44 Broad St., N.W., Atlanta	1927	$ 69,549	$ 75,685	$ 86,959
Branch Offices: 3121 Campbellton Rd., S.W., Atlanta	1962			
3485 Northside Parkway, N.W., Atlanta	1963			
1829 Peachtree Rd., N.E., Atlanta	1967			

	Date Open	January 1, 1970 Deposits ($000)	Loans ($000)	Assets ($000)
Tri-City Federal Savings and Loan Association Main Office: 606 S. Central Avenue, Hapeville Branch Office: 27 Smith St., Fairburn	1950 1962	$ 12,553	$ 12,935	$ 14,867
APPROVED--NOT OPENED				
Atlanta Federal Savings and Loan Roswell Rd. near I-285 and Abernathy Rd.	-	-	-	-
Home Federal Savings and Loan Cheshire Bridge Rd. and LaVista Rd.	-	-	-	-
Standard Federal Savings and Loan 1149 Ponce de Leon Ave., N.E.	-	-	-	-
APPLICATIONS PENDING				
Fulton Federal Savings and Loan Peachtree Rd., N.E. and Peachtree - Dunwoody Rd., N.E.	-	-	-	-

Credit Unions

Credit unions in the relevant Fulton County market, as in other major metropolitan areas, are becoming increasingly competitive for personal savings and loan customers.

There are currently some 138 State and Federally-chartered credit unions in Fulton County, of which 123 are located within the City of Atlanta and 15 are situated elsewhere in Fulton County.

Year-end 1969 total asset figures are available for State-Chartered credit unions and are included in this exhibit along with names and addresses of the individual credit unions. Comparable total asset figures are not available for the same date from the United States Department of Health, Education, and Welfare, the agency regulating Federal-Charter credit unions. However, the approximate total asset sizes of the reported Federal Credit Unions in Fulton County is indicated by the accompanying key.

FEDERAL CREDIT UNIONS ASSET CODE KEY
(ASSET AMOUNTS AS OF YEAR-END 1969)

0

1

2 Less than $100,000 Total assets

3

4 $100,000 - $250,000 Total assets

5 $250,000 - $500,000 Total assets

6 $500,000 - $1,000,000 Total assets

7 $1,000,000 - $2,000,000 Total assets

8 Greater than $2,000,000 Total assets

* Chartered, but not in operation. No assets.

The names and locations of Federal and State-chartered credit unions in Fulton County, along with available asset information, are listed on the following pages.

Name	Address	Area Code
AMAE	624 Exit Building 30303	4
AMD	Atlanta Army Depot	8
AMOCO	933 Lee St. S.W. 30310	6
AFGE Employees	1039 Grant St. S.E. 30315	2
Ashith Employees	53 Magnum St. S.W. 30313	4
Atlanta CCS	3850 Bresma Hill Rd. 30315	3
Atlanta Car for Hire	792 Bankhead Ave. N.W. 30318	3
Atlanta Forest Service Employees	1720 Peachtree Rd. N.W. 30309	4
Atlanta Model Cities	673 Capitol Ave. S.W. 30314	*
Atlanta Penitentiary	U.S. Penitentiary 30315	6
Atlanta Teachers	261 Ashby St. N.W. 30314	6
Atlanta University Center	671 Bethwith St. S.W. 30314	3
Beulah Baptist Church	170 Griffin St. N.W. 30314	*
CDC	1600 Clifton Rd. N.E. 30333	7
Circle 34	402 McDonough Blvd. S.E. 30315	6
Community Chest	Box 1038 30301	*
Complete Atlanta	465 Sawtell Ave. S.E. 30315	4
COSLICO	1459 Peachtree St. N.E. 30309	3
CPA Employees	3348 Peachtree Rd. N.E. 30326	4
Davison's Employees	180 Peachtree St. N.E. 30303	4
DIXSEA	1955 Monroe Dr. N.E. 30324	5
EOA	101 Marietta St. Building 30303	1
FAA Southern	Box 20636 30320	6
FULCO Employees	165 Central Ave S.W. 30303	*
Fulton Mills Employees	Box 1776 30301	4
GHE	2090 Jonesboro Rd. 30315	6
GMHI	1256 Briarcliff Rd. N.E. 30306	1
GRCE	4770 N. Peachtree Rd. 30341	*
Georgia Methodist	1200 Ponce de Leon Ave. N.E. 30306	4
Georgia Optometric	Box 18617 30326	3
Georgia Power Atlanta	Box 4545 30302	7
Glasrock Employees	Box 19566 Station N 30325	*
Gordy Tire	151 14th St. N.W. 30318	3
HEW Atlanta	50 Seventh St. N.E, 30323	7
Holsey Temple CME	704 Charlotte Place N.W. 30318	*
Holy Family Hospital Employees	Fairburn & Sewell Rds. 30331	*
Kennesaw Life Employees	1447 Peachtree St. N.E. 30309	*
King Hardware Employees	4555 Frederick Dr. S.W. 30336	1
Kresge ADC	Atlanta	*
LPIU Local 251	861 Peachtree St. N.E. 30309	*
Local Two Eighteen	157 Forsyth St. S.W. 30303	*
Local 613 IBEW	501 Pullion St. S.W. 30312	1
MOCO	Box 432 Blair Village 30054	5
OBS Employees	1445 Marietta Blvd. N.W. 30318	*
OIPPD Atlanta	3200 Lakewood Ave. S.E. 30310	3
Peachtree	50 7th St. N.E. 30323	7
Powerco	Box 4545 30302	6
PUROL	Box 4147 30302	4
Red Dish	P.O. Drawer 1734 30301	5
Regency Hyatt	265 Peachtree St. N.E. 30303	0
Sears Atlanta Employees	675 Ponce de Leon Ave N.E. 30308	7
SIMCO Atlanta Employees	353 Jones Ave. N.W. 30314	4
Southern Airways	Atlanta Airport Station Box 20621 30320	2
Southern Central	2094 Mooram Dr. 30329	0
Saint Paul of the Cross	551 Roswell Rd. N.W. 30318	0
Terminal Transport Employees	1328 Boulevard S.E. 30315	6
Texaco SE	864 W. Peachtree St. N.W. 30308	5
Transit	609 Virginia Ave. N.E. 30306	6
Ware A	Box 892 30301	*
WU Georgia	56 Marietta St. N.W. 30303	*
Warren Methodist Church	181 Ashby St. 30314	*
West Fifteen Church	18 Y[illegible] N.E. 30312	5
[illegible]	[illegible]	[illegible]

FULTON COUNTY (Outside City of Atlanta)

Name	Address	Assets
Atlanta Kenba	1239 Oakleigh Dr., East Point 30044	3
Atlanta Onized	3107 Sylvan Rd., Hapeville 30354	6
Atlanta UW	620 College Park Rd., College Park 30022	2
IHAPD	1121 Oakleigh Dr., East Point 30044	3
Prestolite Atlanta	2316 Lawrence St., East Point 30344	2
Rexall Atlanta	1120 Oakleigh Dr., East Point 30044	2
SPH	1170 Cleveland Ave., East Point 30044	1

STATE CHARTERED CREDIT UNIONS YEAR-END 1969

ATLANTA

Name	Address	Total Asse
A.D. Co. Employees Credit Union	777 Memorial Dr. S.E.	102
AMCO Credit Union	221 Ivy St. N.E.	252
AMILSCO Credit Union	451 Stephens St. S.W.	9
USSAC Credit Union	802 Title Building	341
ARMCO Credit Union	593 Glenn Iris Dr. N.E.	83
Arrow Credit Union	2022 Murphy Ave. S.W.	504
Associated Credit Union	38 Auburn Ave. N.E.	1,379
Atlanta City Employees Credit Union	601 City Hall	2,253
Atlanta Cooperative Credit Association	529 Merchandise Mart	265
Atlanta Greyhound Terminal Employees C. U.	81 Cain St. N.W.	16
Atlanta Postal Credit Union	M-102 Federal Annex	20,940
Atlanta Railway Postal Clerks Credit Union	111-X Federal Annex	1,499
Atlanta Teachers Credit Union	462 Eighth St. N.E.	1,831
Atlanta Terminal Employees Credit Union	71 Spring St. S.W.	39
Atlantic Steel Credit Union	1300 Macmalin St. N.W.	1,384
Ben Franklin Credit Union	1400 W. Peachtree St. N.W.	51
Circle "K" Credit Union	1299 Northside Dr. N.W.	8
Delta Employees Credit Union	Atlanta Airport	10,429
DuPont Atlanta Employees Credit Union	1737 Ellsworth Industrial Dr.	117
Employers Group Credit Union	1438 W. Peachtree St. N.W.	8
Employees Credit Union Swift Company	244 Peters St. S.W.	114
Employment Service Credit Union	1 Peachtree St. N.E.	79
Essell Credit Union	1197 Peachtree St. N.E.	98
Federal Employees Credit Union	87 Walton St. N.W.	13,248
GA-WP General Office Credit Union	4 Hunter St. S.E.	70
Genuine Parts Credit Union	299 Piedmont Ave. N.E.	122
Georgia E.S.A. Credit Union	474 State Labor Building	87
Georgia Health Department Credit Union	516 State Office Building	515
Georgia International Credit Union	615 Peachtree St. N.E.	40
Georgia Standard Oil Employees C. U.	1800 Fulton National Bank	453
Georgia State Dept. of Education C. U.	249 State Office Building	712
Georgia State Hwy. Dept. Employees C. U.	271 Capitol Ave. S.W.	3,683
Georgia Telco Credit Union	424 Hurt Building	21,383
Hospital Authority Employees Credit Union	80 Butler St. S.E.	404
John Rogers Employees Credit Union	1040 Huff Rd. N.W.	27
Journal-Constitution Employees C. U.	30 Forsyth St. N.W.	3,656
L & P Credit Union	196 Marietta St. N.W.	38
Marion Mfg. Credit Union	174 Chester Ave. S.E.	19
Mead Packaging Employees Credit Union	1040 W. Marietta St. N.W.	494
Merchants Mutual Credit Corp.	70 Broad St. N.W.	3,566
Montag Employees Credit Association	245 N. Highland Ave N.E.	255
Mutual Savings Credit Union	1219 Caroline St. N.E.	1,654
Orange Disc Credit Union	1375 Peachtree St. N.E.	1,183
Presbyterian Center Credit Union	341 Ponce de Leon Ave N.E.	76
R.E.A. Employees Credit Union	49 University Ave. S.W.	73
Regenstein Employees Credit Union	205 Peachtree St. N.E.	91

Name	Address	Total Assets
Rich's Employees Credit Union	P.O. Box 4539	3,552,
Ruralist Credit Union	713 Glenn St. S.W.	459,
Russell Co. Employees Credit Union	117 Central Ave.	18,
S.N.C.R.C. Credit Union	1307 Peachtree St. N.E.	68,
S.O.S. Credit Union	214 State Capitol	102,
SHO BO CO Savings Plan Credit Union	1301 Chattahoochee Ave. N.W.	8,
Small Agencies Credit Union	1 Hunter St.	639,
Southern Freight Bureau Employees C. U.	101 Marietta St. Building	134,
State Revenue Dept. Credit Union	309 Trinity-Washington Building	104,
T.C. Employees Credit Union c/o Tenn. Corp.	55 Marietta St.	79,
Thompson, Boland & Lee Employees C. U.	201 Peachtree St.	73,
The Thrift Credit Union	Terminal Station Building	1,280,
United Family Employees Credit Union	494 Spring St. N.W.	91,
White Columns Credit Union	1601 W. Peachtree St. N.E.	59,

FULTON COUNTY (Outside City of Atlanta)

Associated Grocers Credit Union	1286 Milledge St., East Point	1,496,675
Colonial Stores Employees Credit Union	2251 N. Sylvan Rd., East Point	2,452,914
East Point Municipal Employees Credit Union	City Hall, East Point	373,180
Fort McPherson Credit Union	Building T-213, Fort McPherson	2,013,473
Fulton Teachers Credit Union	3420 Whipple Ave., Hapeville	884,476
IPCO Employees Credit Union	2323 N. Sylvan Rd., East Point	21,850
Tri-City Postal Credit Union	2905 East Point St., East Point	10,541
W.A.S.E. Credit Union	2675 Martin St., East Point	43,115

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Sales Finance Companies

While total loan data and other financial statistics are not available for Fulton County sales finance companies, local offices of such national organizations as GMAC, Ford Motor Credit, Chrysler Credit Corporation, Allstate, State Farm, and others, are estimated to provide a substantial degree of competition for automobile loans.

Personal Loan Companies

Personal consumer finance companies in the relevant Fulton County market are active competitors for numerous personal loan services, including automobile, appliance, and short-term individual loans.

As of year-end, 1969, there were some 173 personal loan company offices in operation in Fulton County with a total dollar amount of loans outstanding of $71,142,578, according to data provided by the Georgia Comptroller General's office, the governmental agency regulating these offices. Loan outstanding dollar amounts are shown for individual Fulton County consumer finance companies in the following pages.

CONSUMER FINANCE OFFICES, YEAR-END 1969

ATLANTA

Name	Address	Loans Outstanding
Acme Investment Co.	5 Auburn Ave. N.E.	$ 82,4[illegible]
Allied Finance Co.	131 Luckie St. N.W.	$188,101
Allied Finance Co.	127 Whitehall St.	$268,614
Allied Finance Co.	81 Poplar St.	$180,691
American Finance Co.	77 Alabama St. S.W.	$170,567
American Plan Corp. of Atlanta	3½ Edgewood Ave.	$533,681
Apex Loan & Finance Co., Inc.	13 Houston St. N.E.	$ 59,093
Associates Finance Co.	793 Peachtree St. N.E.	$385,318
Atlanta Acceptance Corp.	321 Peachtree St. N.E.	$585,782
Atlanta Finance Co.	90 Plaza Way	$ 99,930
Avco Finance Co.	23 Exchange Place N.E.	$588,029
Avco Finance Co.	950 Gordon St. S.W.	$873,655
Avco Finance Co.	1801 Peachtree St. N.E.	*
Avco Finance Co.	2581 Piedmont Rd.	$349,026
Banner Finance Co., Inc.	136 Mitchell St. S.W.	$ 83,380
Beneficial Finance Co. of Atlanta	42 Forsyth St. N.W.	$752,287
Beneficial Finance Co. of Atlanta	35 D. West Paces Ferry Rd. N.W.	$305,789
Beneficial Finance Co. of Atlanta	1917 Stewart Ave. S.W.	$421,494
Beneficial Finance Co. of Atlanta	1033 Peachtree St. N.E.	$606,903
Bolton Credit Co.	2332 Marietta Blvd. N.W.	$ 45,561
Broad Finance Co., Inc.	12½ Broad St. N.W.	$125,437
Central Loan & Finance Corp.	64 Plaza Way	$ 75,965
Century Finance Co. #1	223 Peachtree St. N.E.	$[illegible]
Century Finance Co.	3061 Peachtree Rd. N.E., Buckhead	$166,237
Century Finance Co.	603 Stewart Ave. S.W.	$457,037
Century Finance Co.	815 Hollywood Rd. N.W., Grove Park	$257,923
CFG Loans	1028 Peachtree St. N.E.	$303,072
Chesterfield Finance Co.	12 Forsyth St. S.W.	$104,183
Citizens Finance Co.	329 Standard Federal Building	$ 10,185
City Finance Corp.	35 Whitehall St. S.W.	$119,817
C.M.I. Personal Loans	195 Auburn Ave. N.E.	$ 50,916
Coburn Finance Corp.	8 Walton St.	$278,956
Coburn Finance Corp.	141 North Ave.	$562,441
Coburn Finance Corp.	2035 Stewart Ave. S.W.	$359,959
Commercial Credit Plan, Inc.	707 Spring St. N.W.	$442,959
Commercial Credit Plan, Inc.	61 Forsyth St. N.W.	$339,697
Community Loan Corp. of East Atlanta	1239 Moreland Ave. S.E.	$401,528
Community Loan & Investment Corp.	98 Alabama St. S.W.	$745,499
Community Loan & Investment Corp.	622 Lee St. S.W.	$685,093
Community Loan & Investment Corp. of Buckhead	3102 Roswell Rd. N.W.	$636,272
Community Loan & Investment Corp. of Five Points	47 Pryor St. N.E.	$797,983
Community Loan & Investment Corp. of Fulton County	778 Marietta St. N.W.	$592,862

*New office--Data unavailable

Community Loan & Investment Corp. of Georgia	45 Forsyth St. N.W.	$[illegible]
Community Loan & Investment Corp. of North Georgia	72 Forsyth St. N.W.	$560,412
Community Loan & Investment Corp. of West End	603 Ashby St. S.W.	$343,781
Courtesy Finance Co.	553 Ashby St.	$490,[illegible]
Courtesy Finance Co.	3240 Peachtree Rd.	$197,000
Courtesy Finance Co.	337 W. Peachtree St.	$[illegible]
C.T.C. Finance Corp.	945 Marietta St. N.W.	$837,[illegible]
C.T.C. Finance Corp.	652 Peachtree St. N.E.	$849,[illegible]
C.T.C. Finance Corp.	62 Pryor St. N.E.	$[illegible],790
C.T.C. Finance Corp.	1739 Stewart Ave. S.W.	$[illegible],014
C.T.C. Finance Corp.	88 Walton St.	$832,[illegible]
C.T.C. Finance Corp.	821 Gordon St, S.W.	$659,629
Customers Loans Corp.	5-A Forsyth St. N.W.	$599,074
Customers Loans Corp.	585 Peachtree St. N.E.	$681,484
Delta Finance Co.	600 Peachtree St.	$301,595
Dial Finance Co. of Atlanta	820 Gordon St. S.W.	$333,617
Dial Finance Co. of Georgia	127 Peachtree St. Rm. 212 N.E.	$607,764
Dixie Company	82 Pryor St. N.E.	$ 99,941
Dixie Finance Corp.	1992 A Hankhead Ave.	$382,627
Dollar Loan Co.	86 Ivy St. N.E.	$120,352
Domestic Loans of Broadview, Inc.	2581 Piedmont Rd. N.E.	$264,155
Domestic Loans of Atlanta	3131 Campbellton Rd.	$484,796
Employees Finance Co.	43-45 Walton St. N.W.	$688,521
Finance Management, Inc.	4080 Peachtree Rd. N.E.	$ 88,584
Ford Finance Co.	83 Alabama St. S.W.	$145,593
Ford Motor Credit Co.	3376 Peachtree Rd. N.E.	$489,160
Franklin Finance Co.	2796 Lakewood Ave. S.W.	$377,299
Franklin Finance Co.	1080 Peachtree St. N.E.	$285,770
Freeman Finance & Thrift Co., Inc.	652 Lee St. S.W.	$[illegible]
G.A.C. Finance Corp.	1401 Peachtree St. Building N.W.	$[illegible]
G.A.C. Finance Corp. of Atlanta	6 Pryor St. S.W.	$670,427
G.A.C. Finance Corp. of Atlanta	19½ Peachtree St.	$652,431
G.A.C. Finance Corp. of Atlanta	56½ Broad St. Healy Building	$402,010
G.A.C. Finance Corp. of Atlanta	948 Gordon St. S.W.	$806,000
G.A.C. Finance Corp. of Atlanta	1045 Peachtree St. N.E.	$529,837
General Finance Corp. of Atlanta West End	816 Gordon St. S.W.	$787,926
General Finance Corp. of Atlanta Downtown	82 Forsyth St. N.W.	$472,950
General Finance Corp. of Atlanta N.E.	947 Peachtree St. N.E.	$1,045,979
General Finance Corp. of Fulton County	3079 Peachtree St. N.E.	$395,178
General Finance Corp.	714 Moreland Ave.	$ 60,642
Geiger Finance Co.	1182 W. Peachtree St. N.W.	$257,037
Hartsfield Co., Inc. #3	1831 Delowe Dr. S.W.	$256,049
Hartsfield Co., Inc.	112 Forsyth St. N.W.	$201,961
Home Credit Co.	19 Decatur St. N.W.	$883,877
Home Credit Co.	378 Peachtree St. N.E.	$472,031

Home Credit Co. of Dalton	910 Gordon St., S.W.	$
Home Credit Co. of Atlanta	935 Peachtree St. N.E.	$60,
Home Credit Co.	35 Forsyth St. N.W.	$731,
Homemakers Loan & Consumer Discount	2964 Peachtree Rd. N.W.	$681,
Household Finance Corp. of Atlanta	852 Gordon St. S.W.	$1,260,
Household Finance Corp. of Atlanta	195 Peachtree St. N.E.	$1,519,
Household Finance Corp.	2841 Greenbriar Pkwy. S.W.	$897,
Household Finance Corp. of Atlanta	3023 Peachtree St. N.E.	$553,
Ideal Loan & Finance Corp.	114½ Alabama St. S.W.	$ 83,
Impala Finance Corp.	3581 Gordon Rd. S.W.	$117,
Interstate Securities Co., Inc.	1065 Gordon St. S.W.	$504,
Jackson Loan & Finance Co.	72 Alabama St. S.W.	$159,
King Finance Co.	103 Broad St. S.W.	$ 81,
Legal Finance Co.	80 Pryor St. S.W.	$103,
Liberty Loan Corp. of Atlanta	133 Carnegie Way N.W.	$473,
Liberty Loan Corp. of West End	549 Ashby St. S.W.	$359,
Liberty Loan Corp. of Lakewood	1687 Lakewood Ave. S.E.	$289,
Liberty Loan Corp.	95 Spring St. N.W.	$429,
Liberty Loan Corp. of Peachtree	1095 Ponce de Leon Ave. N.E.	$359,
Liberty Loan Corp. of Shoals	1250 Custer Ave. S.E.	$275,
Merit Finance Co. #1	79 Broad St. S.W.	$408,
Midland Guardian Co. of Georgia	312 Pharr Rd. N.E.	$191,
Midtown Finance Corp.	11 Edgewood Ave.	$ 55,
Modern Finance & Investment Co.	89 Alabama St.	$ 84,
Motor Contract Co. of Atlanta	635 W. Peachtree St. N.E.	$320,
Mutual Finance Corp. of Georgia	84 Peachtree St. N.W.	$272,
National Discount Co.	1228 Stewart Ave. S.W.	$293,
National Credit Plan	1040 N. Highland Ave.	$ 6,
Nationwide Finance Co.	1385 Moreland Ave. S.E.	$211,
Nationwide Finance Co.	973 Peachtree Rd. N.E.	$133,
Oliver Enterprises, Inc.	71 Alabama St. S.W.	*
Pacific Finance Loans	934 Gordon St. S.W.	$536,
Pacific Finance Loans	56 Lenox Square, Building B	$479,
Pacific Finance Loans	111 Marietta St. N.W.	$373,
Pacific Finance Loans	649 W. Peachtree St. N.E.	$570,
Personal Loans Corp.	35 Pryor St.	$299,
Piedmont-Tenth Finance Co.	33 Peachtree Pl.	$235,
Planned Credit, Inc.	1182 W. Peachtree St. N.W.	$555,
Premier Loan Co.	1164 Spring St.	$146,
Public Finance Corp. of Atlanta #2	449 Ponce de Leon Ave N.E.	$533,
Public Finance Corp. of Atlanta #3	587 Ashby St. S.W.	$449,
Quality Finance Co.	886 Peachtree St. N.E.	$352,
Seaboard Finance Co.	5 Forsyth St. N.W.	$481,
Seaboard Finance Co.	11 Decatur St. S.E.	$977,
Seaboard Finance Co.	111 Whitehall St. S.W.	$346,
Southern Discount Co. of Atlanta	878 Gordon St. S.W.	$441,
Southern Discount Co.	54 Broad St. N.W.	$594,
Southern Discount Co.	919 W. Peachtree St. N.E.	$763,
State Loan & Thrift Corp	91 Alabama St. S.W.	$127,

*New office--Data unavailable

Sterling Acceptance Corporation	1023 W. Peachtree St. N.W.	$26[illegible]
Sun Finance Co.	199 Cleveland Ave. S.W.	$313,[illegible]
Sun Finance Co.	3585 Buford Hwy.	$338,[illegible]
Terrplan, Inc.	688 W. Peachtree St. N.W.	$500,[illegible]
Terrplan, Inc. of Atlanta	44 Tenth St. N.W.	$489,[illegible]
Terrplan, Inc. of East Atlanta	453 Moreland Ave. N.E.	$331,[illegible]
Terrplan, Inc. of Georgia	8 Pryor St. S.W.	$601,[illegible]
Terrplan, Inc.	2323 Marietta Blvd.	$296,[illegible]
Terrplan, Inc.	801 Cascade Ave. S.W.	$255,[illegible]
Time Finance Service	145 Alabama St. S.W.	$135,[illegible]
Town Finance Corp. of Atlanta	57 Auburn Ave. N.E.	$454,[illegible]
United Service Security Corp.	3½ Edgewood Ave.	$1,[illegible]
Universal C.I.T. Credit Co.	1795 Peachtree Rd. N.E.	$404,[illegible]
Valton Loan Co.	143 Alabama St. S.W.	$105,231
Welcome Finance Co.	75 Plaza Way	$ 39,347

FULTON COUNTY (Outside City of Atlanta)

Advance Finance Co.	1711 W. Washington St., East Point	$223,650
Airport Credit Corp.	3450 International Blvd., Hapeville	$220,187
American Credit Corp.	1776 W. Washington Rd., East Point	$234,8[illegible]
American Finance System	2697 Main St., East Point	$345,073
Associates Financial Services	535 E. Central Ave., Hapeville	$260,7[illegible]
Beneficial Finance Co.	2052 Headland Dr., East Point	$670,714
Century Finance Company	1606 Cleveland Ave. S.E., East Point	$217,150
Creditthrift of America	3169 Main St., East Point	$267,874
Community Finance Corp.	1603 Cleveland Ave., East Point	$216,526
Dixie Finance Corp.	43 Sloan St., Roswell	$219,791
G.A.C. Finance Corp.	617 N. Central Ave., Hapeville	$320,566
General Finance Corp. of East Point	1616 Willingham Dr., East Point	$561,9[illegible]
Home Credit Co.	1776 Washington Rd., East Point	$355,3[illegible]
Liberty Loan Corp. of College Park	1861 N. Harvard Ave., College Park	$254,921
Liberty Loan Corp. of Hapeville	628 S. Central Ave., Hapeville	$250,965
Martin Finance Co. of Sandy Springs	6124 Roswell Rd. N.E., Sandy Springs	$413,260
National Finance Co.	2761 Main St., East Point	$153,777
Peoples, Inc. of Fairburn	50 Hudson Plaza, Fairburn	$103,493
Public Finance Corp. of Georgia #2	3284 S. Main St., College Park	$520,6[illegible]
Southern Discount Co.	1749 E. Virginia Ave., College Park	$300,12[illegible]
Southern Discount Co. of Hapeville	768 N. Central Ave., Hapeville	$567,130
Universal C.I.T. Credit Co.	2519 Main St., East Point	$376,352

Factors

Detailed statistics on Atlanta factoring operations are not available. However, The C & S National Bank, since its 1965 acquisition of Joel Hurt Factors, has operated one of the major Atlanta-based factoring operations, as a department of the bank. Trust Company of Georgia has for many years had a factoring department, and the First National Bank of Atlanta now operates a factoring department in affiliation with Walter E. Heller and Company, New York.

Atlanta and Fulton County factoring operations are shown in the following list.

C & S National Bank
120 Marietta St., N.W.

Civic Southern Factors Corporation
3224 Peachtree Rd., N.W.

Crompton-Richmond Co., Inc. Factors
235 Peachtree St., N.E.

Eastern General Factor Corporation
2750 Stewart Ave., S.W.

Heller Factors, Inc.
First National Bank Tower

Georgia Factors, Inc.
1430 W. Peachtree St., N.W.

National Factor and Investment Corp.
1447 Peachtree St., N.E.

Piedmont Factors, Inc.
3110 Maple Dr., N.E.

Rawleigh, Moses and Co., Inc.
First National Bank Building

Southern Acceptance Corporation
270 Peachtree St., N.W.

James Talcott, Inc.
2 Peachtree St., N.W.

Trust Company of Georgia
25 Pryor St., N.E.

Mortgage Companies

At present there are 93 mortgage company offices operating in Fulton County, with virtually all of them headquartered in the City of Atlanta.

Several major Atlanta banks, including The Citizens and Southern National Bank, have acquired or are in the process of acquiring mortgage companies to supplement their existing commercial real estate operations. In 1969 The C & S National Bank purchased General Mortgage and Realty Company, Inc., of Atlanta, which has been incorporated into the Bank's real estate department. Trust Company of Georgia has announced plans to acquire the mortgage loan operations of Adair Realty and Loan Company, Atlanta, and The First National Bank of Atlanta is purchasing the mortgage loan operations of Tharpe and Brooks, another major Atlanta mortgage company.

A list of Atlanta and Fulton County mortgage company offices in operation as of December, 1969 follows.

MORTGAGE COMPANY OFFICES, YEAR-END 1969

ATLANTA

Adair Realty and Loan Company
56 Peachtree St. N.W.

Adams Cates Company
Hurt Building

Advance Mortgage Company
230 Peachtree St. N.E.

Allied Mortgage Consultants, Inc.
Candler Building

American Funding Company of Georgia, Inc.
3400 Peachtree Rd. N.E.

Atlanta Mortgage Brokerage Company, Inc.
847 Hunter St. N.W.

Frederick W. Berens, Inc.
225 Peachtree St. N.W.

Cameron Brown Company
Peachtree Center South

Catalina Pools
1720 Peachtree St. N.E.

Charter Commercial & Investment Loan Company
Equitable Building

Cheves - Green Enterprises
95 Fairlie St. N.W.

Collateral Investment Company
Peachtree Center Building

Commercial Acceptance Corporation
30 Pryor St. S.W.

Commercial Loan Insurance Corporation
20 Marietta St. N.W.

Consolidated Mortgage & Investment Company
195 Auburn Ave. N.E.

Continental Acceptance Corporation
1164 Spring St. N.W.

Mrs. Ben S. Coop
First National Bank Building

Customers Loan Corporation
5 Forsyth St. N.W.
585 Peachtree St. N.E.

Draper - Owens Company
44 Broad St. N.W.

Equitable Investment Corporation
465 E. Paces Ferry Rd. N.E.
15 Peachtree St. N.E.

Etheridge & Company, Inc.
3110 Maple Dr. N.E.

J. H. Ewing & Sons
Healy Building

Federal National Mortgage Association
34 Peachtree St. N.W.

Fickling and Walker, Inc.
Peachtree Center Building

Fidelity Trust Company
First National Bank Building

Financial Associates
Candler Building

Financial Consultants, Inc.
Fulton National Bank Building

First Mortgage Advisory Group
3355 Lenox Rd. N.E.

Georgia Loan & Trust Company
141 Carnegie Way N.W.

Georgia Mortgage & Development Corporation
3379 Peachtree Rd. N.E.

B. M. Grant & Company
730 Ponce de Leon Ave. N.E.

Great American Management Corporation
100 Peachtree St. N.W.

Freeman E. Groover
Carnegie Building

Guardian Mortgage Corporation
Hurt Building

Gulf South Mortgage & Investment Company
Candler Building

Haas & Dodd
Haas - Howell Building

John C. Haislip Company
Atlanta Gas Light Tower Building

Harris Mortgage Company
Fulton National Bank Building

Walter E. Heller and Company
First National Bank Building

Herlis Realty Company
10 Pryor St.

Holleman Emerson
Rhodes Haverty Building

IDS Mortgage Corporation
First National Bank Building

Inland Mortgage Company
32 Peachtree St. N.E.

Investment Mortgage Company
148 Cain St. N.E.

Investors Diversified Services, Inc.
830 W. Peachtree St. N.W.

Investors Research Corporation of America
William Oliver Building

J. A. R. Realty Company
First National Bank Building

J.J. Corley Company
Atlanta Federal Savings Building

J. J. Kislak Mortgage Corporation
230 Peachtree St. N.E.

Kissell Dimension Mortgage Loans
Hartford Building

C. B. Le Ley & Company
Trust Company of Georgia Building

W. B. Leedy & Company, Inc.
443 E. Paces Ferry Rd. N.E.

Legal Messenger Service International, Inc.
1720 Peachtree St. N.W.

Lincoln Home Mortgage Company
First National Bank Building

Martin & Bazzell, Inc.
Georgia Life & Health Building

Massell Mortgage Company
40 Pryor St. S.W.

K. H. McEvoy
Rhodes Haverty Building

Mc Intyre Realty Company
Healy Building

Miller - Terrell Company, Inc.
615 Peachtree St. N.E.

Mortgage Acceptance & Credit Corporation
465 Boulevard S.E.

Mortgage Associates, Inc.
730 Peachtree St. N.E.

Mortgage Investments, Inc. of Georgia
90 Fairlie St. N.W.

Mortgage Securities, Inc.
600 W. Peachtree St. N.E.

National Homes Acceptance Corporation
Peachtree Center Building

North American Acceptance Corporation
1720 Peachtree St. N.E.

Northwestern Mutual Life Insurance Company of Milwaukee
Trust Company of Georgia Building

Peachtree Mortgage Corporation
925 W. Peachtree St. N.E.

Pine State Securities Corporation
Fulton Federal Building

Prudential Mortgage Company of America
828 W. Peachtree St. N.W.

Ravenel Company, Inc.
National Bank of Georgia Building

Real Estate Loan Company
Atlanta Federal Savings and Loan Building

Real Estate Loans & Investment Company
355 Peachtree St. N.E.

R. T. Roberts Realty Company
93 Stratford Dr. N.W.

Security Mortgage Corporation
1365 Peachtree St. N.E.
2192 Campbellton Rd. S.W.

Security Mortgage Investors
1718 Peachtree St. N.W.

Yancey L. Shaver
1371 Peachtree St. N.E.

Southern Acceptance Mortgage Corporation
Peachtree Center Building

Southwestern Life Insurance Company
1800 Peachtree St. N.E.

Spratlin, Harrington & Thomas, Inc.
620 Peachtree St. N.E.
288 E. Paces Ferry Rd. N.E.

Statewide Mortgage Company
Rhodes Haverty Building

J. T. Stewart Mortgage Company, Inc.
830 W. Peachtree St. N.W.

D. L. Stokes & Company, Inc.
1789 Peachtree Rd. N.E.

Summerlin, William Company
William Oliver Building

Tharpe & Brooks, Inc.
728 W. Peachtree St. N.W.

Thomas & Hill, Inc.
230 Peachtree St. N.E.

United Mortgage Servicing Corporation
Atlanta Gas Light Tower Building
805 Peachtree St., N.E.

Roy D. Warren Company, Inc.
Title Building

Keyman and Company
William Oliver Building

William Mortgage Company
National Bank Building

FULTON COUNTY (Outside City of Atlanta)

Scott Hudgins Realty & Mortgage, Inc.
Scott Hudgins Building, Hapeville

Security Mortgage Corporation
805 Main St., College Park

Tharpe & Brooks, Inc.
3419 International Blvd., Hapeville

Tri-City Realty & Mortgage, Inc.
3270 Main, College Park

Insurance Companies

Atlanta and Fulton County have a number of locally-based insurance companies which, along with regional offices of many of the major insurance companies, actively compete in the real estate lending field. However, there are no available statistics indicating the extent of this lending activity in the relevant Fulton County market.

EXHIBIT D

EFFECT OF PROPOSED TRANSACTION ON COMPETITION

Competition between C & S East Point (Applicant) and C & S North Fulton and C & S Sandy Springs (Other Banks), to all extent, is non-existent. Of the total randomly selected sample of 2,509 C & S East Point and 1,969 C & S Sandy Springs IPC deposit customers there was only one mutual customer. The balance of this account was $3,000 -- compared to the total IPC sample for these two banks of $10,861,512. No mutual IPC deposit customers were found between C & S East Point and C & S North Fulton.

The same basic finding also holds true for C & S North Fulton and C & S Sandy Springs. Of the total randomly selected sample of 1,024 C & S North Fulton and 1,969 C & S Sandy Springs IPC deposit customers there were only two mutual customers. The balance of these accounts was only $279 -- compared to the total IPC sample for these two banks of $7,464,613.

A review by the participating banks shows the existence of no mutual loan customers.

EXHIBIT E

EFFECT OF PROPOSED TRANSACTION ON COMPETITION

The number of "IPC" deposit accounts of both C & S North Fulton and C & S Sandy Springs that "originate" in the primary service area of C & S East Point are almost non-existent. Of the total randomly selected sample of 1,024 C & S North Fulton "IPC" accounts; only one was located in the C & S East Point primary service area. Also, only five of the randomly selected sample of 1,969 Sandy Springs accounts were located in the C & S East Point primary service area.

In the same manner, few "IPC" deposit accounts of C & S East Point "originate" in the primary service areas of C & S North Fulton and C & S Sandy Springs. Of the total randomly selected sample of 2,509 C & S East Point "IPC" deposit accounts, only 13 "originate" in the C & S North Fulton primary service area; and 28 "originate" in the C & S Sandy Springs primary service area.

The primary service areas of C & S North Fulton and C & S Sandy Springs overlap in that sector of North Fulton County extending north from Interstate Highway 285 to the Chattahoochee River. C & S Sandy Springs -- which has been in business since 1959 -- still serves a substantial number of customers in this area. Of the randomly selected sample of 1,969 C & S Sandy Springs "IPC" deposit customers, 47.5 percent reside in this area. However, C & S North Fulton, which has been in business since 1967, has only 15 percent of its "IPC" deposit customers (based on a randomly selected sample of 1,024 customers) in the C & S Sandy Springs primary service area.

EXHIBIT F

EFFECT OF PROPOSED TRANSACTION ON COMPETITION

The following schedule indicates the number and dollar amount of loans originated during calendar year 1969 by the Applicant Bank (C & S East Point) and the Other Banks (C & S Sandy Springs and C & S North Fulton). The reasons these placements were made was that these banks were unable to meet the total credit needs of their borrowers due to their legal lending limits.

Participations Sold By:

	Number of Loans	Amount of Loans	Amount Sold	Amount Retained
C & S East Point 1969	14	$1,389,458	$905,712	$483,746
C & S Sandy Springs 1969	61	$2,523,878	$1,707,826	$816,052
C & S North Fulton 1969	35	$1,939,630	$1,643,000	$296,630

EXHIBIT G

EFFECT OF PROPOSED TRANSACTION ON COMPETITION

The following schedule shows the interest rates and service charges on loans and deposits of the Applicant Bank (C & S East Point) and Other Banks (C & S North Fulton and C & S Sandy Springs). A similar schedule of rates and charges would be used by the Resulting Bank.

Schedules of rates and charges of competing banks are not of public information, but are assumed to be quite similar in view of highly competitive conditions prevailing in the relevant market.

Time Deposits

A.	Regular Savings	3½%
B.	TDOA - 5%er	5%
C.	Certificates of Deposit (not being issued)	4½%
D.	Certificates of Deposit (Redeemable every 90 days Guaranteed 10 years)	5%
E.	Certificates of Deposit (Redeemable every year, Guaranteed 10 years)	5½%
F.	Certificates of Deposit (Redeemable every 2 years, Guaranteed 10 years)	5 3/4%
G.	Certificates of Deposit (Rate depends on maturity and market)	5% to 7½%

Demand Deposits

A. Special Checking - .50 per month & .10 per check
B. Regular Checking - Under $250.00 minimum or $1,000 average, .75 per month and .10 per check
C. Commercial Checking - 1.00 per month and .25 per deposit & .02 per item deposited plus .15 per cash deposit & .10 per $100 cash deposited & .05 per check paid, less 7% per annum on average daily collected balance.

Installment Loans

A.	Personal (secured and unsecured)	6% add-on
B.	Commercial (secured and unsecured)	6% add-on

Commercial Loans

	Less than $10,000	$10,000 to 50,000	$50,000 and Over
A. Collateral Loans - (a)			
1. Government & Municipals	8½	8½	8½
2. Listed Securities and other marketable bonds	8½	8½	8½
3. Cash Surrender Value	8½	8½	8½
4. Unlisted readily marketable Securities	9	9	8 3/4
5. Unlisted - not readily marketable securities	9	9	9

	Less than $10,000	$10,000 to 25,000	$25,000 to 50,000	$50,000 and Over
B. Unsecured				
1. Commercial- (c)	9	9	8 3/4	8½
2. Individual- (e)	9	9	8 3/4	8½

C. Banks - Member and Non-member

1. U. S. Gov't - Atlanta Federal Rediscount Rate - 6% *
2. Municipal Bonds - 6% - or New York rate if available to bank. *

D. Special Loans

1. Secured by accounts receivable - 10% minimum
2. Security Dealers - New York rate - 8% on New York Stock Exchange collateral, including "A" and better corporate bonds and "BAA" and better Municipals. Other collateral - 8½% (a)
3. On own savings account - 7%. On own savings certificates - 2% above certificate rate.
4. Loans to S&L Associations on Government Bonds - 8%. Unsecured - 8½%
5. Savings and Loan shares - 8½%.
6. Mortgage notes in process of sale - 8½% (b).

FOOTNOTES:

(a) Preponderance of collateral by value governs.
(b) Rate not to be less than mortgage commitment rate.
(c) Prime names - 8%.
(d) Notes less than $2,000 - 8% also require life insurance.
(e) Executives of major corporate customers - 8%.

$10.00 Service Charge plus 8% interest on all notes of $5,000 and under.

NOTE: Above 8% must be a Corporation borrowing $2,500 or more - or any loan $100,000 or more.

* Loans for a maximum period of 2 weeks related to reserve requirements. Loans in excess of 2 weeks 8%.

EXHIBIT H

TRUST ACTIVITIES

Neither The C & S Bank of East Point (Applicant Bank) nor the two Other Banks (C & S North Fulton and C & S Sandy Springs) have trust departments. All trust business which these banks originate in their service areas is referred to The Citizens and Southern National Bank for handling and servicing.

EXHIBIT 1

STOCK OWNERSHIP

Mr. Louis J. Fortuna, President of The Citizens and Southern Bank of Sandy Springs, owns 2,463 shares or 5.4 percent of the stock of this bank. Mr. A. J. Weinberg of 10 Chatham Road, N. E., Atlanta, Georgia, owns 2,910 shares or 6.4 percent of the stock of C & S Sandy Springs. The C & S Holding Company owns 2,250 shares or 5.0 percent of The Citizens and Southern Bank of Sandy Springs.

The C & S Holding Company also owns 5.0 percent of the stock in C & S North Fulton and 90.25 percent of the stock in the C & S Bank of East Point as of July 31, 1970. Neither of these banks have any officers or directors, owning five percent or more of the stock in these or any other banks.

EXHIBIT J

The Citizens and Southern Holding Company, which currently owns 90.25 percent of the outstanding stock of the C & S Bank of East Point (Applicant Bank), currently owns the following percentage of outstanding stock in seven other affiliate banks located in the State of Georgia:

The Citizens and Southern Bank of Albany	76.72%
The Citizens and Southern DeKalb Bank	91.19%
The Citizens and Southern Bank of Dublin	75.87%
The Citizens and Southern Emory Bank	95.14%
The Citizens and Southern Bank of LaGrange	55.93%
The Citizens and Southern Newnan Bank	70.05%
Citizens and Southern Bank of Thomaston	91.01%

All ownership interests expressed above are as of July 31, 1970.

EXHIBIT K

The proposed transactions will not and will not adversely affect competition in the areas to be served by the Resulting Bank. In fact, there will be no effect on competition. The participating banks do not now compete with one another; rather, each offers the same C&S banking services within the same C&S system and under the same C&S banking policies to customers who have chosen banking C&S-style. For like reasons, there is no potential for competition among the participating banks. These banks together now serve a single market—customers who have chosen C&S banking. After consummation of the transaction, the banks will continue to offer the same services to these same customers. If one of the participating banks were unable to offer C&S services it would not thereby become a competitor of the others, since the potential customers of the C&S correspondent associates are only those customers who have chosen C&S banking.

Given the history of the organization, growth, and operation of the correspondent associates, it is clear there is no potential for competition among the participating banks. C&S Holding provides to the correspondent associates (as is more fully discussed in the "Introduction" and "General Information" section hereinabove) the personnel, systems, direction and support which together comprise C&S banking. Further, C&S Holding maintains direct ownership interest through its holding of five per cent of the stock of the correspondent associates. More important is the active and pervasive influence of C&S philosophies of service and operation upon the management of the correspondent associates. Because of this,

as has been noted throughout this Application, the correspondent associates are—so far as stockholders and residents of, and competitors in, the communities served by them are concerned—de facto C&S branches which are now intended to be made de jure branches.

Approval of this Application, therefore, would not affect the competitive situation in the Atlanta area. It would merely complete a process begun years ago in the only way possible—extension of C&S services to the metropolitan Atlanta area. It would leave intact precisely the same banking structure which now exists in Fulton and DeKalb Counties, for in no realistic respect will C&S have by virtue of this transaction any more or any fewer outlets in the areas involved than it had previously. In short, approval of this Application will make possible a long-anticipated change in the form of C&S banking in suburban Fulton and DeKalb Counties with no accompanying change in the substance of the competitive situation there.

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Application of

The Citizens and Southern Emory Bank
2963 North Druid Hills Road
Emory (Unincorporated DeKalb County), Georgia

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INTRODUCTION TO APPLICATION

An introductory statement is in order because this is not the run of the mill Application.

This Application asks approval for The Citizens and Southern ("C&S") Emory Bank to acquire the assets of the C&S Banks of Chamblee, Tucker, South DeKalb and the C&S Park National Bank —all in DeKalb County (outside of the City of Atlanta), Georgia. It is a companion to the Application of The C&S Bank of East Point to acquire the assets of C&S Bank of Sandy Springs and the C&S Bank of North Fulton—all in Fulton County, Georgia.

As the names suggest, this is a family affair—it is not the typical acquisition contemplated by the Bank Merger Act of 1960 or by any of the antitrust laws. It is the product of this sequence of circumstances:

(1) In the 1960's, branch banking in Georgia was restricted within municipal and village limits.

(2) The artificiality of that limitation was pronounced in the metropolitan Atlanta area, where the convenience and needs of the community at large demanded full service banking over the entire area—especially over all of Fulton and DeKalb Counties.

(3) To meet those needs and to supply C&S full service banking to those who sought it, the C&S Holding Company joined hands with business leaders in the various communities to give birth to C&S Chamblee, South DeKalb, Park National, and rebirth to C&S Tucker.

(4) These local business leaders supplied needed sponsorship and attracted shareholders and customers; C&S Holding made the 5% share investment permitted by law and supplied the heart of banking, C&S style, to-wit: experienced, responsible management,

staff and employees trained in the C&S system; latest equipment, methods and know-how; accounting services and up-to-date systems; back-up lending capacity; coordinated community-wide C&S advertising program—in short, the total metropolitan banking capacity the communities had asked for. These new banks became known as "correspondent associates" to reflect the closeness of the relationship.

(5) The shareholders and customers of the correspondent associate banks were attracted and are retained by the sponsorship of C&S Holding Company; the closeness of the correspondent associate relationship within the C&S system, and the supply of active management by C&S Holding. They have anticipated the perfection of ownership by C&S Holding as applicable laws permit . . . . C&S Holding has granted use of its name and has furnished these services, management and direction in reliance upon their being sought and followed and upon fulfillment of ownership as applicable laws permit . . . . The sponsorship, name, services, management and direction have been furnished, used and followed and as a result the correspondent associate banks are virtually operated and directed as de facto branches in the C&S system. Stockholders, customers and competitors have recognized that fact.

(6) Through the 1960's the correspondent associates, along with the C&S National Bank and the whole C&S family, have supplied the best of banking services in their areas—limited and restrained only by the very legal artificialities that caused their creation.

(7) Effective January 1, 1971, branch banking is to be permitted countywide in Georgia, and so the de facto arrangements of the 1960's may become the de jure adoptions of 1971. Had the law been otherwise in the 1960's, the original arrangements would have been de novo branches of C&S Emory Bank.

It is relevant to note that the two major competitors of the C&S in Atlanta, to-wit: Trust Company of Georgia and First National Bank of Atlanta, have experienced precisely the same history, for precisely the same reasons, and have filed or are filing precisely comparable applications with the Federal Reserve System and the Comptroller of the Currency, respectively. It is also relevant to our Application to note that the same sequences occurred in Richmond County with Georgia Railroad and Banking Company.

Finally, it is entirely relevant to note that all of the major banks competitive with C&S in Fulton and DeKalb Counties are applying for de novo branches to meet the convenience and the needs of the communities outside present city limits.

Considered together then, the acquisitions contemplated by this Application can produce no anti-competitive results under the Bank Merger Act or under any of the antitrust laws since no change is contemplated--except as to form. No competition now exists between C&S Emory Bank and the four correspondent associate banks involved, and so no competition can be eliminated. The same relationship will continue so far as competitive factors with other banks and financial institutions and customers are concerned. The only change will be the simplification of these relationships.

Thus we ask favorable treatment of the Application--to perfect and fulfill the efforts we made in the 1960's to respond to the calls and give full service banking to the metropolitan Atlanta communities outside the city limits of Atlanta, Decatur and East Point and to make the stockholders of those fine little banks full-fledged stockholders of the C&S National--a fulfillment made possible for the first time by permitted countywide branch banking in 1971.

APPLICATION

TO THE FEDERAL DEPOSIT INSURANCE CORPORATION

by

The Citizens and Southern Emory Bank
(Name of Applicant Bank)

2963 North Druid Hills Road, Atlanta, Georgia
(Address)

FOR PRIOR WRITTEN CONSENT TO EFFECT A MERGER OR OTHER TRANSACTION PURSUANT TO SECTION 18(c) OF THE FEDERAL DEPOSIT INSURANCE ACT, AND INCIDENT THERETO, TO ESTABLISH A BRANCH OR BRANCHES UNDER SECTION 18(d) OF THE FEDERAL DEPOSIT INSURANCE ACT

* * * * *

thirteen
The original and ~~eleven~~ copies of this application and all documents, schedules, and hibits are to be filed with the Supervising Examiner of the Federal Deposit Insurance rporation of the District in which the head office of the Applicant Bank is located. quiries concerning the preparation of the application, schedules, and exhibits should directed to that office.

The Federal Deposit Insurance Corporation reserves the right to require such addi- onal information as it may deem necessary with respect to any matters in connection th this application, and also the Applicant Bank may supplement the data asked for, if sired. Although final action on an application will not be taken by the Federal Deposit surance Corporation until the State Banking Authority of the State in which the Applicant nk is located has approved or expressed its intent to approve the proposed transaction, e filing of an application need not be delayed awaiting such action by State Authorities.

The Federal Deposit Insurance Corporation will furnish a form of notice and advise e Applicant Bank as to the appropriate intervals for publication of such notice under e requirements of Section 18(c) of the Federal Deposit Insurance Act, as amended. 2 USC 1828(c)). This subsection of the Federal Deposit Insurance Act is printed on e following page.

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Section 18(c) of the Federal Deposit Insurance Act
(As Amended)

"Without prior written consent by the Corporation, no insured bank shall (1) merge or consolidate with any noninsured bank or institution or convert into a noninsured bank or institution or (2) assume liability to pay any deposits made in, or similar liabilities of, any noninsured bank or institution or (3) transfer assets to any noninsured bank or institution in consideration of the assumption of liabilities for any portion of the deposits made in such insured bank. No insured bank shall convert into an insured State bank if its capital stock, or its surplus will be less than the capital stock or surplus, respectively, of the converting bank at the time of the shareholders' meeting approving such conversion, without prior written consent by the Comptroller of the Currency if the resulting bank is to be a District bank, or by the Board of Governors of the Federal Reserve System if the resulting bank is to be a State member bank (except a District bank), or by the Corporation if the resulting bank is to be a State nonmember insured bank (except a District bank). No insured bank shall merge or consolidate with any other insured bank or, either directly or indirectly, acquire the assets of, or assume liability to pay any deposits made in, any other insured bank without the prior written consent (i) of the Comptroller of the Currency if the acquiring, assuming, or resulting bank is to be a national bank or a District bank, or (ii) of the Board of Governors of the Federal Reserve System if the acquiring, assuming, or resulting bank is to be a State member bank (except a District bank), or (iii) of the Corporation if the acquiring, assuming, or resulting bank is to be a nonmember insured bank (except a District bank). Notice of any proposed merger, consolidation, acquisition of assets, or assumption of liabilities, in a form approved by the Comptroller, the Board, or the Corporation, as the case may be, shall (except in a case where the furnishing of reports under the seventh sentence of this subsection is not required) be published, at appropriate intervals during a period (prior to the approval or disapproval of the transaction) at least as long as the period allowed under such sentence for furnishing such reports, in a newspaper of general circulation in the community or communities where the main offices of the banks involved are located (or, if there is no such newspaper in any such community, then in the newspaper of general circulation published nearest thereto). In granting or withholding consent under this subsection, the Comptroller, the Board, or the Corporation, as the case may be, shall consider the financial history and condition of each of the banks involved, the adequacy of its capital structure, its future earnings prospects, the general character of its management, the convenience and needs of the community to be served, and whether or not its corporate powers are consistent with the purposes of this Act. In the case of a merger, consolidation, acquisition of assets, or assumption of liabilities, the appropriate agency shall also take into consideration the effect of the transaction on competition (including any tendency toward monopoly), and shall not approve the transaction unless, after considering all of such factors, it finis the transaction to be in the public interest. In the interests of uniform standards, before acting on a merger, consolidation, acquisition of assets, or assumption of liabilities under this subsection, the agency (unless it finds that it must act immediately in order to prevent the probable failure of one of the banks involved) shall request a report on the competitive factors involved from the Attorney General and the other two banking agencies referred to in this subsection (which report shall be furnished within thirty calendar days of the date on which it is requested, or within ten calendar days of such date if the requesting agency advises the Attorney General and the other two banking agencies that an emergency exists requiring expeditious action). The Comptroller, the Board, and the Corporation shall each include in its annual report to the Congress a description of each merger, consolidation, acquisition of assets, or assumption of liabilities approved by it during the period covered by the report, along with the following information: the name and total resources of each bank involved; whether a report has been submitted by the Attorney General hereunder, and, if so, a summary by the Attorney General of the substance of such report; and a statement by the Comptroller, the Board, or the Corporation, as the case may be, of the basis for its approval. No insured State nonmember bank (except a District bank) shall, without the prior consent of the Corporation, reduce the amount or retire any part of its common or preferred capital stock, or retire any part of its capital notes or debentures."

APPLICATION

The Citizens and Southern Emory Bank (Name of Applicant Bank), Emory (unincorporated DeKalb County), Georgia (City and State)

hereby applies to the Federal Deposit Insurance Corporation, pursuant to Section 18(c) of the Federal Deposit Insurance Act and the attached certified copies of resolutions adopted by the Boards of Directors of the participating banks, for prior written consent to acquire the assets of, and to assume liability to pay deposits made in the following other Banks:

The Citizens and Southern Bank of Chamblee	Chamblee, Georgia
The Citizens and Southern Bank of Tucker	Tucker, Georgia
The Citizens and Southern Park National Bank	Unincorporated DeKalb County, Georgia
The Citizens and Southern South DeKalb Bank	Unincorporated DeKalb County, Georgia

under the Charter of

Applicant

and with the Title

The Citizens and Southern Emory Bank

Application is also made, pursuant to Section 18(d) of the Federal Deposit Insurance Act, for written consent to the establishment of branches at the following locations occupied by the head office and branches or to be occupied by approved branches of

the Other Banks listed hereinabove

The Citizens and Southern Bank of Chamblee
(Main Office) 5442 Peachtree Industrial Blvd., Chamblee
(Buford Highway Office) 5001 Buford Highway, Chamblee
The Citizens and Southern Bank of Tucker
(Main Office) 2333 Main Street, Tucker
(LaVista Office) 4148 LaVista Rd., Tucker
The Citizens and Southern Park National Bank
(Main Office) 2240 North Druid Hills Rd., Atlanta
The Citizens and Southern South DeKalb Bank
(Main Office) 1987 Candler Road, Decatur
(Rainbow Dr. Office) Candler Rd. and S. Rainbow Dr., Decatur (Approved—not open)

There also are attached, and made a part of this application, a copy of the agreement between the participating banks relating to the proposal which provides the basis of this application, and supplementary statements, schedules, and exhibits relative to the factors which the Federal Deposit Insurance Corporation and other Federal agencies are required to consider under the provisions of the Federal Deposit Insurance Act.

The Applicant Bank represents that the information contained in this

application is true and complete to the best of its knowledge and belief.

Executed this _____ day of _____, 1970.

The Citizens and Southern Emory Bank
(Name of Applicant Bank)

(SEAL) By _____
(Authorized Officer)

Attest:

_____
(Cashier)

GENERAL INFORMATION

Summarize the reasons and negotiations which led to the filing of this application, and explain fully the extent of common ownership or management of the participating banks.

See Financial History and Condition - General Information.

Has any consideration, monetary or otherwise, been paid, given, or offered to any stockholder, director, or officer of either of the participating banks as compensation or inducement for assistance in consummating the proposed transaction? If so, give full details and reasons therefor.

No.

The desired effective date for the transaction is January 4, 1971. (In selecting this date, take into consideration the requirements of Section 18(c) of the Federal Deposit Insurance Act relating to publication of notice of the proposed transaction.)

(1) FINANCIAL HISTORY AND CONDITION

Information provided by the Applicant should include the date of primary organization of each participating bank, and in chronological order with respect to each such bank the date of any reorganization, merger, consolidation, acquisition of assets, or assumption of deposit liabilities occurring during the past ten years, and the name and location of the head office and branches, description of area served, type of business conducted, total loans, and total deposits of each bank which discontinued operations as a result of such transactions.

Dates of Primary Organization.

The Citizens and Southern Emory Bank - December 11, 1950
The Citizens and Southern Bank of Chamblee- December 14, 1959
The Citizens and Southern Bank of Tucker- October 29, 1919
The Citizens and Southern Park National Bank- July 5, 1967
The Citizens and Southern South DeKalb Bank- July 1, 1969

Other Acquisitions, etc.

None of the participating banks have within the past ten years participated in any other acquisition, merger, etc., except that in 1969, The Citizens and Southern Bank of Emory acquired the assets of The Citizens and Southern Bank of North DeKalb ("North DeKalb"). North DeKalb was chartered in 1967 under the laws of Georgia, but never opened for business. The main and only office of North DeKalb was located in the North DeKalb Shopping Center, 2052 Lawrenceville Highway, Decatur, and this office is now operated as an office of The Citizens and Southern Emory Bank.

FINANCIAL HISTORY AND CONDITION

General Information

The Citizens and Southern Banks

Branch Banking Laws of the State of Georgia and Their Effect Upon Extension of Citizens and Southern Banking Services in the Atlanta Area

A. Georgia Laws Relating to Branch Banking 1919-1960.

The proposed acquisitions by The Citizens and Southern Emory and East Point Banks of substantially all of the assets and assumption by them of all deposit liabilities of, respectively, the Citizens and Southern Banks of Chamblee, Tucker, South DeKalb, and The Citizens and Southern Park National Bank, and The Citizens and Southern Banks of Sandy Springs and North Fulton affect most directly the Atlanta metropolitan trading area. The effects and benefits of this transaction are discussed in some detail later in this Application. It is essential, however, in understanding the reasons for the proposed transaction and in measuring its effects first to review the history of the laws of the State of Georgia which deal with branch banking. The current banking picture in the Atlanta area is basically a reflection of the history of the branch banking laws of the State of Georgia, and of the Citizens and Southern system's attempt to fulfill its corporate policy of furnishing a full range of banking services in all those areas of the State which, by reason of business and population expansion, require the presence of active and

competitive commercial banking alternatives to maintain and give impetus to the growth of their economies.

At the heart of the Citizens and Southern system is The Citizens and Southern National Bank. The Citizens and Southern National Bank was formerly The Citizens and Southern Bank (a Georgia banking corporation) which resulted from the merger in 1906 of the Citizens Bank of Savannah and the Southern Bank of Georgia. The principal office of the resulting banking institution was at that time in Savannah, Georgia. From 1906 through 1927, The Citizens and Southern Bank (as a state bank) established one or more branches in Athens, Atlanta, Augusta, Macon and Valdosta, Georgia. In 1927, the state bank, The Citizens and Southern Bank, was converted into The Citizens and Southern National Bank (hereinafter referred to as "C&S National"). The Citizens and Southern National Bank continued the previously established branches of The Citizens and Southern Bank. C&S National's home office has remained in Savannah, although its principal executive office is now located in Atlanta.

The Citizens and Southern Bank had been able to establish these branches because there was no legal restriction whatsoever on branch banking in Georgia prior to 1919, when the first comprehensive state banking law was adopted (Ga. Laws 1919, pp. 135, et seq.). The 1919 statute established no geographical limitations, but did set standards for the establishment of branch banks, subject to determination by the State Superintendent of Banks.

The year 1927 is a key year in the history of branch banking in the State of Georgia. In that year, the Georgia

Legislature passed a statute which prescribed the method of operation of branch banks already established and prohibited absolutely the establishment of new or additional branch banks thereafter. The Citizens and Southern (sometimes hereinafter referred to as "C&S") banking system therefore, as well as other banking institutions in the State of Georgia, were after the 1927 statute "frozen" into the alignment of offices which had been established prior to 1927—even though the population of Georgia continued to grow and shift from one location to another, and within the various communities.

Facing the restrictions placed upon branching in 1927, and to meet emerging community needs for banking services, three bank holding companies were created in the State of Georgia during the period from 1927 through 1929. These were (1) the Citizens and Southern Holding Company (hereinafter referred to as the "C&S Holding Company"), which is still actively in business today; (2) Trust Company of Georgia Associates (the holding company of Trust Company of Georgia, a major Atlanta-based bank), also today active in the State of Georgia, with affiliated banks in the cities of Augusta, Columbus, Macon, Savannah and Rome, and in unincorporated DeKalb County; and (3) Hamilton National Associates (a holding company of the Hamilton National Bank of Chattanooga, Tennessee, which today maintains an interest in one Georgia bank located in North Georgia close to the Tennessee line).

The primary business purpose of the Citizens and Southern Holding Company during the years 1927 through 1929 was to afford a means of carrying out The Citizens and Southern

National Bank's corporate policy dedicated to the proposition that banking is, in the first instance, a public service. Through December of 1929, the activity of the Holding Company was limited to the acquisition of four state banks in smaller communities of Georgia—Dublin, Thomaston, Albany, and La-Grange. With the exception of the bank in LaGrange, each of these banks was acquired by the Holding Company in order to make banking services available in Georgia communities formerly served by banks which had failed. The bank in LaGrange was acquired from family owners desirous of selling in order to enter other business. Each of these banks is still owned and operated by the Holding Company today.

In 1929, the Georgia Legislature dealt again with branch banking, in three statutes passed at that time. The first statute allowed the creation of new branch offices in cities having a population not less than 80,000 nor more than 125,000, by banks having their home office in such cities. The second provided that banks having their home office in municipalities with a population of not less than 200,000 might establish branch offices in those municipalities. The third statute, though not in terms a banking statute, provided for extension of the city limits of the City of Atlanta to include as "boroughs" of Atlanta, the communities of East Point, Hapeville, College Park (all in Fulton County); and Decatur, and Avondale Estates (in DeKalb County). Each of the latter five communities was at that time, and is now, a "suburb" of the City of Atlanta. Addition of the population of the City of Atlanta with the boroughs of East Point, Hapeville, College

Park, Decatur, and Avondale Estates, according to the 1930 Census, totalled in excess of 200,000. Pursuant to the 1929 law, the First National Bank of Atlanta and the Fulton National Bank of Atlanta (each having its home office in the City of Atlanta) established branch offices in the "borough" of Decatur and thus operate directly their own offices today in DeKalb County, the Georgia county with greatest recent population growth. C&S National, although it had at the time three branch offices in Atlanta proper, was not, under the terms of the new law, able to establish additional banking offices in Atlanta, since the home office of C&S National remained in Savannah. (It should be noted that the 1929 statute including in the City of Atlanta as boroughs the various suburbs noted above was repealed in 1931.)

Prior to the 1927 statute, of course, branch banks (that is to say, an office in one community of a bank whose home office was elsewhere) were on an equal competitive basis with "home office" banks in the same city. Thus, C&S National at that time was on an equal competitive footing in Atlanta through its Atlanta branch, with the various banks having their home offices in Atlanta. All this was changed by the 1927, and more particularly, by the 1929 statutes, which remained in effect until 1960.

As the economy of the State of Georgia grew, and the demand for banking services increased in metropolitan communities through the state, C&S National could not compete adequately with banks which, by accident of history, had their home offices in cities other than Savannah. This situation

was particularly acute in the fast growing metropolitan areas, especially where growth typically occurred outside the corporate limits of the municipality involved. If the C&S system were to grow in order to meet the needs of the State of Georgia, it could, and did, grow only through utilization of C&S Holding Company.

B. Extension of Citizens and Southern Services in the Atlanta Area, 1929-1960.

(1) The City of Atlanta.

A characteristic example of the efforts undertaken by the C&S system to meet the convenience and needs of a given metropolitan area is the history of the C&S National and the Holding Company in the Atlanta area. It has already been noted that for a time at the end of the 1920's, some of the home office Atlanta banks were able to establish direct branches in the suburbs of Atlanta, including Decatur. After 1929, the Fulton National Bank, Trust Company of Georgia, First National Bank of Atlanta and the Bank of Georgia (now National Bank of Georgia), major banking competitors of the C&S National all having their principal office in Atlanta, also undertook the establishment of new offices throughout the City of Atlanta proper. The C&S National, on the other hand, was unable to establish any additional banking offices in the City of Atlanta (or any other city except Savannah, for that matter) and thus found itself in an adverse competitive situation.

In the Atlanta area, therefore, C&S National by 1948 found itself locked in to the then rather restrictive

corporate limits of Atlanta, as the population of that city grew and moved away from the "center city," and, within the city itself, limited to its three branches established prior to 1927, all of which were located in the downtown area. In order that the C&S system could offer its banking services at other locations in the populous areas to the north of Atlanta, C&S Holding Company acquired in 1949 more than ninety per cent of the stock and control of the Citizens and Southern Bank of Atlanta and, thereafter, of the Citizens and Southern Buckhead Bank in 1951 (both of which were established, state-chartered banks). These banks were operated as part of the C&S system. Their customers had access to the technical services and facilities of C&S National. Management of the two banks was drawn from the staff of C&S National and could call upon the banking resources of C&S National. Later, these two "suburban" banks were merged. In the 1950's the city limits of Atlanta were extended to include the areas in which the resulting bank was located, and in 1960, laws making it possible for C&S National to operate offices in those areas were adopted. The "suburban" Holding Company Atlanta bank was thus merged into the C&S National Bank and its offices became offices of the C&S National branch located in the City of Atlanta.

(2) Extension of Citizens and Southern Services to Other Communities in Fulton and DeKalb Counties, 1929-1960.

Outside the city limits of Atlanta proper as they were extended over the years, the C&S System, through the Holding Company, undertook the management of three additional

affiliate banks in the Atlanta metropolitan area—East Point, Emory and DeKalb. These banks were located in communities having separate and distinct identities of their own—being primarily residential and small business towns or villages where residents and businesses had need of increased banking facilities to meet their needs. Two of these communities are in DeKalb County, and one in Fulton County. This Holding Company growth was permissible under the Georgia laws relating to branch banking, which at the times involved placed no restrictions on bank holding company expansion. In 1956, however, the Georgia Legislature passed a Bank Holding Company Act, freezing and limiting Georgia bank holding companies to the future acquisition of only 15% ownership in banks, and in 1960 a further limiting law was passed reducing permissible ownership a holding company could acquire in banks other than those it controlled to 5%. This latter Act is in effect today. Consequently, since 1956 the C&S System has been unable to expand by means of direct ownership of local banks by the Holding Company.

a. The Citizens and Southern Bank of East Point. This bank was the outgrowth of a series of unfortunate economic experiences on the part of a group of banks in the area of East Point, Georgia. The bank was chartered in 1946 as East Point Commercial Bank, and its assets and liabilities were in turn assumed in 1947 by the newly formed First National Bank of East Point. Thereafter, in November, 1948, when the "group" effort began to encounter difficulties, the Holding Company acquired an interest in the bank and ultimately expanded

this to approximately 90% of the stock of what is now the Citizens and Southern Bank of East Point.

East Point, Georgia has been an incorporated municipality, and a major growth area in Fulton County south of Atlanta—indeed, the City of East Point is now the seventh largest city in the State of Georgia, even though it is thought of as an Atlanta suburb. The Holding Company acquired its interest in the Citizens and Southern Bank of East Point in order adequately to serve an area of Fulton County which, though not initially growing as fast as Atlanta or the DeKalb suburbs, encompassed a significant residential and business community. As in the case of the suburban Atlanta banks in which interest was obtained by the Holding Company as set forth above, the Holding Company was used by the C&S system in the case of East Point for the purpose of extending C&S services to residents and businesses in an area of Atlanta where the National Bank itself was prohibited from operating directly.

b. The Citizens and Southern Emory Bank.

Citizens and Southern Emory Bank is a banking corporation organized in 1950 under the laws of the State of Georgia, all of whose stock (save for directors' qualifying shares) was subscribed for initially and has been held since then by the Holding Company. The C&S Emory Bank is located in a community of DeKalb County which has historically been a center of residential and academic growth near Atlanta. Again, however, Georgia laws regarding branch banking prohibited the National Bank from providing banking services to residents of this

community. Utilization of the Holding Company was once again the answer.

As the community has grown, and as authorized by rulings of the State Banking Superintendent with respect to the limits of the unincorporated "village" of Emory, the Citizens and Southern Emory Bank has established two additional banking offices—one in 1964 and the second in 1968. In this way, the Citizens and Southern System has been able to serve not only the community as it originally existed, but also the expanding shopping and retail business areas in the vicinity as well.

c. The Citizens and Southern DeKalb Bank.

This bank was chartered in 1948 and opened for business in August of 1949 as The Citizens Bank of DeKalb. The bank was located in the incorporated municipality of Avondale Estates, in DeKalb County. Avondale Estates was, and is, a small residential community with a central shopping district, surrounded by residences and some small businesses. The bank encountered business difficulty, and the Holding Company was offered the chance to acquire a substantial interest in the expectation that operation by the Holding Company would better serve the banking needs of the Avondale Estates community and, in 1954, the Holding Company acquired an interest of approximately 90%, and the bank's name was changed to The Citizens and Southern DeKalb Bank. Thereafter, the bank was operated as a part of the C&S system through the Holding Company.

By 1968, the character of the Avondale Estates community and its surrounding area had changed to a decidedly

more shopping center-apartment-subdivision nature than had previously been the case. Since Avondale Estates was incorporated, the Citizens and Southern DeKalb Bank could not locate banking offices outside its municipal limits, and this proved to be a substantial inconvenience for residents and businesses in the area. This problem was alleviated in 1968, when legislation was enacted changing the municipal boundary, with the result that the Citizens and Southern DeKalb Bank thereafter was located outside Avondale Estates. This made it possible for the Citizens and Southern DeKalb Bank to merge with the Citizens and Southern Belvedere Bank, a state bank organized as a "correspondent associate" (see below) with the cooperation of the C&S system for the purpose of serving the newly opened Belvedere Shopping Center and surrounding areas. At the time of this merger, the bank continued under the name of The Citizens and Southern DeKalb Bank, and it presently operates two offices.

(3) Extension of Citizens and Southern Banking Services in the Atlanta Area After 1960.

After 1960, the Georgia laws regarding branch banking and bank holding company operation were such that, in the Atlanta area, the Citizens and Southern system could not operate its own offices (either offices of the National Bank or offices of the Holding Company affiliates in Atlanta and Fulton County described above) except within the City of Atlanta itself; within the City of East Point; within the incorporated municipality of Avondale Estates, and within the village of the community known as Emory (the limits of which

had been set by the Superintendent of Banking according to Georgia law). Given the relatively small areas of Fulton and DeKalb Counties occupied by Atlanta and the three communities other than Atlanta (and the extremely small area of DeKalb County included within the city limits of Atlanta) as compared to the great size of that portion of Fulton and DeKalb Counties located outside these communities, the consequence was that the C&S system was unable to offer banking services to most of Fulton and DeKalb Counties. And it was in 1960 that the remarkable growth of just this part of the Atlanta metropolitan area began in earnest. For instance, the population of DeKalb County has increased from 256,782 in 1960 to 414,085 in 1970. Fulton County has grown from 556,326 in 1960 to 596,700 in 1970, substantially all of this growth coming in areas located outside the City of Atlanta. Most of this growth was in the form of light industry, shopping centers, and office parks in the business sectors, together with subdivisions and apartment complexes in the residential sectors. This mix of growth, if it were to continue and if the prosperity of the Atlanta metropolitan area were to be maintained, required that the full range of banking services available from the C&S system be offered there. Local identification was in many ways important, but C&S felt that the remarkable expansion and prosperity of the Atlanta area outside the City could be maintained only if the full range of C&S services were available there.

C&S, therefore, in 1960 initiated a program of working in cooperation with local residents to establish C&S "correspondent associate" banks in areas where the convenience

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and needs of the communities involved and the availability of full service banking and where interest was such as to encourage the establishment of a C&S banking alternative in the community. In effect, establishment of the correspondent associate banks constituted a form of de novo branching by the C&S system.

The C&S correspondent associate programs in Fulton and DeKalb Counties have worked generally as follows. C&S personnel in cooperation with interested residents and businessmen joined to establish, under state or federal law a bank, or, in the case of the community of Tucker, in DeKalb County, to reorganize an existing bank. The Holding Company purchased in the bank the allowable 5% interest. An officer of C&S system, with sufficient banking experience, was recommended by C&S to the Board of Directors of the correspondent associate bank for the office of President of the bank and, if elected, left the employment of C&S to take up these duties. In most cases there also was an infusion of additional management by C&S, and such infusion continued through the years as circumstances required. Management of each correspondent associate has been responsive to the general policy decisions of C&S. Officers of the correspondent associates attend the regular meetings of C&S officers in Atlanta. The correspondent associate banks received all aid which C&S gives to its branches and affiliates in serving the banking needs of the public. The various banking resources of C&S National, such as advice in connection with investment portfolio, market research, computer services for handling banking transactions, and credit and accounting procedures were placed at the disposal of the correspondent associates. Permission was given to each correspondent associate bank to use the "C&S" name and logo, and these banks also benefitted from coordinated advertising campaigns for C&S services. Employees of these banks have been eligible to participate in C&S pension and profit sharing plans, and C&S's various employee

benefits (such as group life, hospitalization, accident and long-term disability insurance) have been extended to cover employees of the correspondent associate banks in the Atlanta area.

In response to the patterns of growth and development in Fulton and DeKalb Counties the six correspondent associate banks whose acquisition by the C&S system is the subject of the two current companion Applications were organized from late 1959 through 1969 as follows.

(1) The Citizens and Southern Bank of Sandy Springs ("Sandy Springs"). Sandy Springs, Georgia, is a "bedroom" community adjoining the City of Atlanta, to the north, in Fulton County. The Sandy Springs area represented the first example of the new "boom" in residential and business growth in North Fulton County in the early 1960's. Sandy Springs was organized with the assistance of C&S as a national banking association in December, 1959, as the Citizens National Bank of Sandy Springs. The Holding Company purchased a 5% interest in the outstanding stock of the Sandy Springs bank. In October, 1969, Sandy Springs was converted to a State chartered bank under the laws of the State of Georgia as the Citizens and Southern Bank of Sandy Springs. It conducts full service banking operations as a main office in Sandy Springs. Substantial development of residential, commercial, medical and retail facilities in the immediate area of Sandy Springs all resulted in part from the availability of full C&S banking services through and from Citizens and Southern Bank of Sandy Springs.

Mr. Louis J. Fortuna, President of Sandy Springs since January, 1965, had been employed by C&S National since 1948. Two other officers of Sandy Springs had been employed by C&S National before coming to Sandy Springs.

(2) The Citizens and Southern Bank of Chamblee ("Chamblee"). The Citizens and Southern Bank of Chamblee was organized as a national banking association in May, 1960, as Chamblee National Bank. C&S participated with a group of businessmen from the Chamblee, Georgia area of DeKalb County in the organization of the Bank, and the Holding Company purchased 5% of the bank's outstanding stock. In October, 1969, Chamblee converted to a state-chartered bank under the laws of Georgia, as The Citizens and Southern Bank of Chamblee.

The town of Chamblee is typical of the several communities in the Atlanta area which have contributed to growth in the Atlanta area. The town includes both residential and business areas. Businesses are both local in nature, such as car dealerships and pharmacies, and national and regional in the scope of their activities. Chamblee conducts full service banking operations through a main office and one branch office. Substantial development of residential and commercial real estate in its primary service area has been significant to Chamblee's success. Chamblee today operates, in addition to its home office, one other office within the town of Chamblee.

The current President of Chamblee is Mr. Hubert L. Harris, who has served in that post since January, 1964. Prior to joining Chamblee, Mr. Harris had been employed by C&S National since 1926. An Assistant Vice President of Chamblee,

serving there since 1963, had previously been an employee of C&S since 1946.

(3) The Citizens and Southern bank of Tucker ("Tucker"). This bank was chartered under the laws of Georgia as the Bank of Tucker in 1919. Through the early 1950's the community of Tucker, in DeKalb County, was predominantly rural in character and this bank served a very limited market, and, consequently, offered very limited banking services. The bank was controlled by a single family prominent in the Tucker community, and owning substantial other businesses there. As the Tucker area began to develop rapidly as both a significant suburban residential market as well as a center for industrial and commercial growth, the bank because of limited services and lack of adequate management, found itself unable to meet the increasing need for a full range of banking services in the Tucker area. The principal stockholders did not desire to undertake direction of a full service bank. To meet these needs effectively, the principal stockholders of the Bank of Tucker requested the cooperation of C&S. Thereupon, in 1965, the Holding Company acquired a 5% interest in the outstanding stock of the Bank of Tucker and cooperated in its upgrading, and Tucker became a correspondent associate. At this time, stockholders also voted to change the name of the bank to the Citizens and Southern Bank of Tucker. The Citizens and Southern Bank of Tucker now operates two offices in the Tucker area, offering the full range of C&S banking services.

Mr. Gus L. Connelly has been President of the Citizens and Southern Bank of Tucker since 1965, and prior to that time had been employed by C&S National since 1958. Two other officers of Tucker have substantial previous employment with C&S National.

(4) The Citizens and Southern Bank of North Fulton ("North Fulton"). The Citizens and Southern Bank of North Fulton was organized by residents of the area located in the further northern portion of Fulton County—characterized by a number of small incorporated municipalities, some farms, and rapidly developing residential areas—with the cooperation of C&S in May, 1967. North Fulton conducts full service banking operations from a main office in Roswell, Georgia, an established and growing municipality. The Holding Company owns the permissible 5% interest in the outstanding stock of North Fulton.

The President of North Fulton is Mr. Hugh F. Lane, who, prior to his assuming that office, had been employed since 1960 by C&S National. North Fulton's Cashier also had substantial prior experience with C&S National before being elected to that office in January, 1969.

(5) The Citizens and Southern Park National Bank ("Park National"). Since the mid-1960's, the intersection of Interstate Highway 85 and North Druid Hills Road in DeKalb County, an area adjacent to the City of Atlanta to the northeast, has developed as the largest suburban office development complex in metropolitan Atlanta—including Executive Park,

Landmark, and Corporate Square—"planned suburban major office complexes." To meet the increasing need for convenient banking services in this area, and to provide C&S services there, leading businessmen whose firms were located in the area requested the assistance of C&S in the organization of a correspondent associate. The Citizens and Southern Park National Bank thus was organized as a national banking association and began business in 1967, 5% of its outstanding stock being purchased at the time of organization by the Holding Company.

The President of Park National since its organization has been Mr. Thomas W. Hazelrig, who had been employed by C&S National since 1951. Two other officers of Park National also had substantial prior experience with C&S National.

(6) The Citizens and Southern South DeKalb Bank ("South DeKalb"). The Citizens and Southern South DeKalb Bank was organized pursuant to the laws of the State of Georgia in 1969 as a C&S correspondent associate, C&S participating with local residents and businessmen and acquiring through the Holding Company at the time of organization 5% of the outstanding stock of the bank. South DeKalb is located in an area of DeKalb County which has developed rapidly as a residential and shopping center for the southern part of the County. The bank's main office is located on the primary traffic artery between the county seat, Decatur, to the north, and the residential subdivisions and new shopping centers in the fast-growing South DeKalb area, which has enjoyed explosive growth since the opening of Interstate Highway 20 between that area and downtown Atlanta. Together with this residential

growth, and associated expansion of retail businesses, establishment of substantial commercial enterprises has established a great need for the availability of the full range of C&S services. The Superintendent of Banking has recently authorized the establishment of an additional office for South DeKalb.

The President of South DeKalb, Mr. Warren L. Berry, had been employed since 1967 by C&S National. One other officer of South DeKalb also has substantial prior employment with C&S National.

D. Branch Banking Laws of Georgia—1970—and C&S in the Atlanta Metropolitan Area.

In 1970, the Georgia Legislature amended the Georgia banking laws to expand the authority of banks to establish additional banking offices in counties where the banks already operated home offices, branch banks or offices thereof (subject to certain restrictions based on population of the county, not material here). The effect of this change in the Georgia banking laws is to make it possible for (1) C&S to establish additional offices in Fulton and DeKalb Counties; (2) the Holding Company's Emory affiliate to establish additional offices in DeKalb County, and (3) the Holding Company's East Point affiliate to establish additional offices in Fulton County. This change in the Georgia laws relating to branch banks is effective as of 1970.

It is relevant to note here that the other major banks competing with C&S in the Atlanta market have also followed a course of association with localized banking organizations in order to provide their own banking services in Fulton and DeKalb Counties where direct establishment of offices was not possible.

First National Bank of Atlanta ("First National"), the second largest bank in the City, in addition to operation of its Decatur branch, cooperated in the operation of The First National Bank of Doraville (a municipality in DeKalb County adjoining Chamblee); The First National Bank of Glenwood (a residential-small business community in DeKalb County); The First National Bank of Tucker, and The First State Bank of

South DeKalb. Trust Company of Georgia Associates (a holding company owned by The Trust Company of Georgia—"Trust Company") has operated directly The Trust Company of Georgia Bank of DeKalb (located at Executive Park, DeKalb County) and also has been associated with Peachtree Bank and Trust Company (in the Brookhaven community of DeKalb County) and Trust Company of Georgia Bank of Sandy Springs. Fulton National Bank, which has a branch in Decatur, is believed to have assisted in the organization of Northeast Commercial Bank (located in Doraville) and has been associated with that bank and the Bank of the South (in the municipality of College Park, Fulton County, Georgia).

Now, two of these competitors—First National and Trust Company—are presently filing with the appropriate bank regulatory applications similar to this one, for approval to incorporate these associated banks directly into the corporate system of the particular banks involved. In each case the reason for the application is the same—the 1970 change in Georgia's banking laws to make possible the completion now of a branching process which originally took the form of association only because of Georgia's artificial restrictions on branch banking in the Atlanta metropolitan area.

C&S management has determined that the C&S system can best serve Fulton and DeKalb Counties (those portions outside the City of Atlanta) by utilizing the two above-named Holding Company affiliates as "county banks"—each identified with the county it will serve. For this reason applications are submitted for C&S Emory to acquire the assets of the C&S correspondent associates in DeKalb County outside Atlanta,

and for C&S East Point to acquire the assets of the C&S correspondent associates in Fulton County outside Atlanta. This plan, if approved, would have, of course, the same overall effect as acquisition of the correspondent associates by C&S National—full integration of the correspondent associates into the C&S system.

The reason for the filing of these applications is simple. The stockholders of the correspondent associates have made clear their desire to bring to their respective communities, banks which offer the full range of services, and, more important, which are guided by the banking philosophy of service to the community which characterizes C&S. The correspondent associates have been organized (in the case of Tucker, strengthened and redirected) solely for the purpose of accomplishing this end.

Similarly, C&S has responded to these needs by identifying itself with these banks. By making the unique attributes of C&S banking services available to them and their customers and their communities, C&S has an investment in the correspondent associate banks; more important, C&S has a commitment to the banks, their customers, their stockholders, and their communities.

The changes in Georgia's banking laws now make it possible for C&S to implement fully its commitment, and for the stockholders of the correspondent associate banks and the communities represented thereby to realize fully their expectations of direct service by the C&S system.

The directors of the corresponding associate banks believe that the proliferation of separate banks each bearing the C&S name is undesirable and inefficient. The boards of each such bank have discussed with C&S personnel the best means of eliminating the artificial separation of the banks from each other and from C&S. The results of these discussions are the proposed plans of reorganization and these applications.

In summary, the purpose of these applications is to seek approval of transactions which will harmonize form with substance: The changes in Georgia's banking laws allow C&S to incorporate in one system of banking that which had to be kept separate in order to comply with those banking laws. C&S met its responsibilities to offer within all applicable banking laws another meaningful banking alternative to growing communities which sought C&S banking services on the only basis then available. Approval of these applications, then, will be the final step in a process begun some ten years ago—expansion by the C&S system of its banking services to all those parts of Fulton and DeKalb Counties where the convenience and needs of the communities involved justified this action.

As of June 30, 1970
(In Thousands of Dollars)

	Applicant Bank	Other Banks				Other Banks		Statement Resulting
	Emory	Park Natl.	South DeKalb	Chamblee	Tucker	Total	Adjustments	Bank
ASSETS								
Cash and due from banks	$ 2,759	$1,894	$ 534	$ 2,224	$ 1,826	$ 6,478		$ 9,237
U. S. Government obligations direct & fully guaranteed	3,368	594	535	1,476	1,604	4,209		7,577
Obligations of states and political subdivisions	4,265	719	-	2,644	3,040	6,403		10,668
Other securities	2,527	15	-	-	318	333		2,860
Loans and Discounts	29,788	6,032	2,683	13,620	15,052	37,387		67,175
Bank premises, furntiure & fixtures	1,075	54	227	646	862	1,789		2,864
Other assets	404	81	23	143	304	551		935
TOTAL ASSETS	$44,186	$9,389	$4,002	$20,753	$23,006	$57,150		$101,336
LIABILITIES								
Demand deposits	$20,783	$5,548	$1,572	$ 9,890	$11,015	$28,025		$ 48,808
Time and savings deposits	16,154	2,616	1,674	7,059	8,909	20,258		36,412
TOTAL DEPOSITS	$36,937	$8,164	$3,246	$16,949	$19,924	$48,283		$ 85,220
Funds purchased and securities sold under agreements to repurchase	$ -	$ -	$ -	$ -	$ -	$ -		$ -
Other liabilities for borrowed money	-	-	-	-	-	-		-
Other liabilities	3,042	481	150	1,606	868	3,105		6,147
RESERVES ON LOANS AND SECURITIES								
Reserve for bad debt losses on loans	$ 566	$ 33	$ 2	$ 258	$ 256	$ 549		$ 1,115
CAPITAL ACCOUNTS								
Capital notes and debentures	$ 400	$ -	$ -	$ 300	$ 400	$ 700		$ 1,100
Capital	370	400	300	750	660	2,110	(2,110)[a] 679[b]	1,049
Surplus	930	120	250	175	274	819	2,110 (679)	3,180
Undivided profits	1,145	147	54	260	381	842		1,987
Reserve for contingencies and other capital reserves	796	44	-	455	243	742		1,538
TOTAL CAPITAL ACCOUNTS	$ 3,641	$ 711	$ 604	$ 1,940	$ 1,958	$ 5,213		$ 8,854
TOTAL LIABILITIES, RESERVES, AND CAPITAL ACCOUNTS	$44,186	$9,389	$4,002	$20,753	$23,006	$57,150		$101,336

DESCRIPTION AND EXPLANATION OF ADJUSTMENTS

(a) Transfer of combined Capital Stock of "Other Banks" to Surplus of "Applicant Bank".
(b) Par value of stock issued as per purchase agreements and resolutions.

ANALYSIS OF LOAN AND DEPOSIT ACCOUNTS
(Totals agree with Statements on Page 5)

	Applicant Bank	Other Banks			
	Emory	Park Natl.	South DeKalb	Chamblee	Tucke
		(In Thousands of Dollars)			
ANALYSIS OF LOAN ACCOUNT					
Commercial and industrial loans	$ 7,689	$ 351	$ 608	$ 4,681	$ 2,3
Loans to farmers (not on real estate)	-	-	-	-	-
Single payment loans to individuals	2,786	751	-	1,130	2,5
TOTAL	$10,475	$1,102	$ 608	$ 5,811	$ 4,9
Loans on farm real estate	$ -	$ -	$ -	$ -	$ -
Loans on residential property - FHA & GI	-	-	-	-	-
Loans on residential property - not guaranteed	2,158	317	-	684	5,0
Loans on business and other property	9,562	152	-	1,072	3
TOTAL	$11,720	$ 469	$ -	$ 1,756	$ 5,3
Loans to brokers and dealers in securities	$ -	$ -	$ -	$ -	$ -
Other loans on securities	-	38	-	172	-
TOTAL	$ -	$ 38	$ -	$ 172	$ -
Installment loans on automobiles	$ 2,282	$ 619	$ 225	$ 1,515	$ 1,4
Installment loans on consumer goods	4,143	299	000	472	5
FHA - Title I loans (modernization loans)	278	69	-	135	2
Other installment loans	879	228	408	177	
TOTAL	$ 7,582	$1,215	$ 633	$ 2,299	$ 2,4
All other loans*	$ 11	$3,208	$1,442	$ 3,582	$ 2,4
LOANS AND DISCOUNTS - GROSS	$29,788	$6,032	$2,683	$13,620	$15,0
DEMAND DEPOSITS					
Individuals, partnerships & corporations	$14,030	$5,364	$1,523	$ 8,946	$10,3
United States Government	778	155	29	652	3
States and political subdivisions	419	11	18	110	1
Banks	5,525	-	-	-	-
Certified and officers' checks	31	18	-	182	1
Other demand deposits	-	-	2	-	-
TOTAL DEMAND DEPOSITS	$20,783	$5,548	$1,572	$ 9,890	$11,7
TIME DEPOSITS					
Individuals, partnerships & corporations	$15,369	$2,451	$1,524	$ 6,263	$ 8,4
United States Government	-	-	150	-	-
States and political subdivisions	785	165	-	796	4
Banks	-	-	-	-	-
Other time deposits	-	-	-	-	-
TOTAL TIME DEPOSITS	$16,154	$2,616	$1,674	$ 7,059	$ 8,9
TOTAL DEPOSITS	$36,937	$8,164	$3,246	$16,949	$19,5
* Loans to financial institutions included in other loans above	$ -	$3,150	$ 850	$ 3,500	$ 2,1

(2) ADEQUACY OF CAPITAL STRUCTURE

If additional capital is to be supplied as a part of the proposed transaction, full details should be furnished including the number of shares to be sold, the selling price per share, and to whom warrants to purchase the new shares will be issued.

The capital accounts of applicant bank will be increased by the sum of the total capital accounts of the acquired banks.

In the opinion of the management of the Applicant Bank this proposal, if approved and effected, will result in total deposit liabilities of $ 94,420,000 at the end of one year, $ 104,580,000 at the end of two years, and $ 116,080,000 at the end of three years.

Statements of Current Operating Income and Expense

The following statements include actual current operating income and expenses for the participating banks for the last full calendar year. The estimate for the Resulting Bank gives effect to anticipated economy in operations and any increase or reduction in income or expense which is expected to result from the proposed transaction.

	Applicant Bank 12/31/69 Emory	Other Banks: Park Natl.	Other Banks: South DeKalb	Other Banks: Chamblee	Other Banks: Tucker	Total Other Banks	Estimated First Twelve Months' Operations of Resulting Bank
		(In Thousands of Dollars)					
Operating Income:							
Interest and fees on loans	$2,318	$389	$ 19	$1,069	$1,244	$2,712	$5,590
Income on Fed. funds & repurchase agreements	-	-	-	1	-	1	-
Interest and dividends on investments:							
1. U.S. Govt. securities	427	55	7	99	144	305	550
2. U.S. Govt. agencies & corps.	-	-	-	-	-	-	-
3. State & political subdivisions	159	8	-	94	101	199	425
4. Other	-	5	-	1	-	6	10
Trust Department Income	-	-	-	-	-	-	-
Service charges on deposit accounts	320	99	2	244	206	551	1,000
Other service charges, etc.	50	1	2	10	1	14	22
Other operating income	13	17	11	25	37	90	200
TOTAL OPERATING INCOME	$3,287	$570	$ 41	$1,531	$1,733	$3,875	$7,760
Operating Expenses:							
Salaries and wages	$ 514	$127	$ 9	$ 242	$ 234	$ 602	$1,000
Pension and employee benefits	78	33	-	58	64	155	250
Interest on deposits	1,012	106	6	302	379	793	1,900
Interest on Fed. funds & repurchase agreements	18	-	-	-	-	-	-
Interest on other borrowed money	-	-	-	-	4	4	-
Interest on capital notes & debentures	24	-	-	18	24	42	88
Occupancy expense of bank (net)	44	43	3	48	54	148	275
Furn. & equip. expense, rental, servicing, etc.	57	14	2	31	45	94	160
Provision for loan losses (or actual net losses)	7	17	-	7	17	36	45
Other operating expenses	497	81	15	182	186	464	1,000
TOTAL OPERATING EXPENSES	$2,078	$406	$ 35	$ 890	$1,007	$2,338	$4,718
INCOME BEFORE INCOME TAXES AND SECURITIES GAINS OR LOSSES	$1,009	$164	$ 6	$ 644	$ 726	$1,540	$3,042

Income Before Income Taxes and Security Gains or Losses Previous Five Calendar Years

Year	Applicant Bank	Other Banks				Total
	Emory	Park Natl.	South DeKalb	Chamblee	Tucker	Other Banks
1965	$ 219,341	-	-	$ 151,127	$ 203,087	$ 354,214
1966	232,011	-	-	235,265	173,441	408,706
1967	333,405	$ (8,056)	-	318,795	301,022	611,761
1968	526,875	29,056	-	395,191	443,304	867,551
1969	1,009,741	163,822	$5,812	623,519	692,047	1,485,200
Total	$2,321,373	$184,822	$5,812	$1,723,897	$1,812,901	$3,727,432
Average	$ 464,274	$ 61,607	$5,812	$ 344,779	$ 362,580	$ 774,778

Net Operating Income Real Estate Holding Companies

	Emory	Chamblee	Tucker
1965	$ 34,485	$ 9,156	-
1966	37,806	14,512	-
1967	34,083	15,686	$ 14,314
1968	48,141	20,245	19,274
1969	61,526	19,940	34,429

List the proposed directors and principal executive officers of the Resulting Bank, and under each name furnish pertinent information relative to banking experience and qualifications, major business or professional occupation, and other bank and business affiliations.

PROPOSED DIRECTORS

Name Principal Business & Address	Age	Title	Salary	Par Value of Stock to be Owned in Resulting Bank
Jarriell Autrey, Jr. President, C&S Emory Bank 2749 Cosmos Dr. Atlanta, Ga.	44	President and Director	$28,000	$1,000
L. E. Budd President, Tri-State Tractor Co. 38 Berkeley Rd. Avondale Estates, Ga.	46	Director	None	$1,000
T. M. Callaway, Jr. President, Callaway Motors 28 Artwood Rd., N.E. Atlanta, Georgia	62	Director	None	$1,250
T. Dan Handley, Jr. S.V.P. The C&S National Bank 3180 Bradcliff Ct., N.E. Atlanta, Georgia	42	Director	None	$1,000
J.F. Hilliard Controller, Emory University 154 Vistavia Circle Decatur, Ga.	49	Director	None	$1,000
John F. Ingram, Jr. V.P. The C&S National Bank 102 Upland Rd. Decatur, Ga.	43	Director	None	$1,000
Thomas A. McCord President, Tom McCord Construction Co. 135 Pinetree Dr. Decatur, Ga.	50	Director	None	$1,000
Thomas V. Patton President, Triton, Inc. Doraville, Ga. 4498 Montview Dr., N.W. Atlanta, Ga.	47	Director	None	$1,000
J. L. Stephens, Jr. V.P. and General Mgr. Lennox Industries Decatur, Ga. 4270 Embry Circle Dunwoody, Ga.	47	Director	None	$1,000
J. S. Thibadeau President, Thibadeau, Shaw & Co., Inc. 3184 Ranier Falls Dr. Atlanta, Ga.	45	Director	None	$1,000

Name Principal Business & Address	Age	Title	Salary	Par Value of Stock to be Owned in Resulting Bank
oyd T. Whitaker esident, Downtown Development Corp. (subsidiary of Cousins Properties) 25 Peachtree Battle Ave. lanta, Ga.	36	Director	None	$1,000
n N. Howell esident, Miscellaneous Mfg. Co. Tucker, Georgia 20 Elmdale Dr. cker, Ga.	43	Director	None	$1,000
uis L. Kennedy n. Mgr., Rich's Inc. 5 N. Superior Ave. catur, Ga.	51	Director	None	$1,000
errell S. Ryan resident eid-Provident Labs, Inc. 318 Mtn. Brook Way, N.E. tlanta, Ga.	40	Director	None	$1,000
me S. Cofer resident ofer Brothers, Inc. 479 Cofer Circle ucker, Ga.	40	Director	None	$1,000
ester O. Miller ranch Mgr., National Cash Register 70 Kings Way, N.W. tlanta, Ga.	60	Director	None	$1,000
erald M. Powell sident Vice President mployers Insurance of Wausau 671 Northeast Freeway N.E. tlanta, Ga.	62	Director	None	$1,000
rank L. Berry eal Estate Investments . O. Box 80424 hamblee, Ga.	71	Director	None	$1,000
r. Henry T. Williams resident illiams Rexall Drugs, Inc. 277 Henderson Mill Rd. hamblee, Ga.	48	Director	None	$1,000
obert L. Mathis .P. and General Manager .L. Mathis Certified Dairy 181 Rainbow Dr. ecatur, Georgia	42	Director	None	$1,000
y B. Holland, Jr. resident olland & Knight Pharmacy 003 Candler Rd. ur, Ga.	49	Director	None	$1,000

PRINCIPAL EXECUTIVE OFFICERS

It is contemplated that Merriell Autrey, Jr., currently president of C&S Emory, will be president of the Resulting Bank. Also, current principal officers of each of the participating banks will likely be retained in an official capacity with the Resulting Bank. These officers are as follows:

Name and Address	Age	Salary	Number of Years Banking Experience	Previous Employment
Merriell Autrey, Jr. Pres., C&S Emory	44	$28,000	19 years	Modern Home Improvement Co. Atl
John W. Troutman V.P., C&S Emory	31	$15,000	6 years	None
David W. Huston Cashier, C&S Emory	29	$11,000	9 years	None
Warren L. Berry Pres., C&S South DeKalb	37	$18,000	12 years	Rich's Inc. Atlanta
Dan Blackwell Cashier, C&S South DeKalb	30	$11,500	10 years	Life Guard Summer Work
Gus L. Connelly Pres., C&S Tucker	38	$22,500	14 years	Navy
Ray F. Bridges Cashier, C&S Tucker	39	$14,000	7 years	1st Nat'l Atlanta State of Ga. Dept of Banking
Hubert L. Harris President C&S Chamblee	63	$26,500	44 years	Winder Nat'l Bank
Roger L. Crow Cashier, C&S Chamblee	27	$11,000	9 years	None
T. Robert Hazelrig Pres., C&S Park National	44	$18,500	19 years	Int. Revenue - Alcohol Tax Unit U. of Ga. Instructo
John M. Montgomery V.P. and Cashier C&S Park National	29	$15,000	6 years	None

(5) CONVENIENCE AND NEEDS OF COMMUNITY

	Population of Head Office (H.O.) City or Town*	Service Area
	See EXHIBIT I	
Applicant Bank		
Other Bank	CONVENIENCE AND NEEDS OF COMMUNITY	
Resulting Bank	which follows	

Assign consecutive numbers and provide the following information with respect to the head office of the Applicant Bank, Other Bank, and each other bank competing within the "service areas"[1] of the participating banks.

No.	Name and Location of Bank	Total Banking Offices	Estimated "IPC"[1] Deposits of H.O. Service Area	Road Miles (M) and Direction (D) from H.O. of Applicant (M)	(D)	Other Bank (M)	(D)

See EXHIBIT II

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

Continue assignment of consecutive numbers and provide the following information with respect to each branch office of (a) Applicant Bank and (b) Other Bank, and (c) each branch office of each other bank competing within the "service areas" of the participating banks.

No.	Name and Location of Bank	Estimated Population Branch Service Area	Estimated "IPC" Deposits Branch Service Area	Road Miles (M), Direction (D), and Number (N) Nearest Listed Office (M)	(D)	(N)

See EXHIBIT I.

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

Prepare and attach a map which shows clearly (a) the approximate geographical limits of the "service areas" of each of the participating banks, including the overlapping area or areas, if any, (b) the assigned number and location of each office of the participating banks, and (c) the assigned number and location of the above listed offices of each other bank competing within the service areas of the participating banks. A key to office numbers, scale of miles, and compass points should be shown on the map.

[1]"Service area" as used herein and applied to a participating bank, a competing bank, or any head office or branch office means the geographical area from which the bank or the office derives 75 per cent or more of its deposits, both demand and time, of individuals, partnerships, and corporations. Bank deposits are shown on published reports of condition of banks and are referred to herein as "IPC" deposits.

EXHIBIT I

CONVENIENCE AND NEEDS OF COMMUNITY

An analysis of the geographic distribution of both demand and time deposits of individuals, partnerships, and corporations of C & S Emory, C & S Chamblee, C & S Tucker, C & S Park National, and C & S South DeKalb was made by the Marketing Research Department of The C & S Holding Company. This analysis was based on randomly selected samples of personal and commercial checking account customers ("IPC" demand); and regular savings account, savings bonds, time deposit open accounts, and individual certificates of deposit customers ("IPC" time). These samples were matched against the U.S. Bureau of the Census address coding guide for the Atlanta Metropolitan Area, prepared for the 1970 Census of Population and Housing, to determine both block and census tract locations for each customer included in the sample groups.

Since the samples were selected on a strictly random basis, the statistical accuracy of the results can be stated. At the 95 percent confidence level, the results of these analyses have a statistical reliability of plus or minus 5 percent.

Primary Service Area, C & S Emory

The primary service area, from which C & S Emory derives approximately 75 percent of its total "IPC" dollar deposits, includes the northern portion of the City of Decatur and a major sector of the west central unincorporated area of DeKalb County. As defined, the C & S Emory primary service area, as shown on the attached map, encompasses all of eight census tracts and portions of five other tracts.

As of April 1, 1970, the defined C & S Emory primary service area had a total population of 79,212 persons. This represents an increase of 23,682 persons, or 42.7 percent, since April 1, 1960.

The following table shows comparative 1960 - 70 population trends for the C & S Emory primary service area and DeKalb County, as a whole.

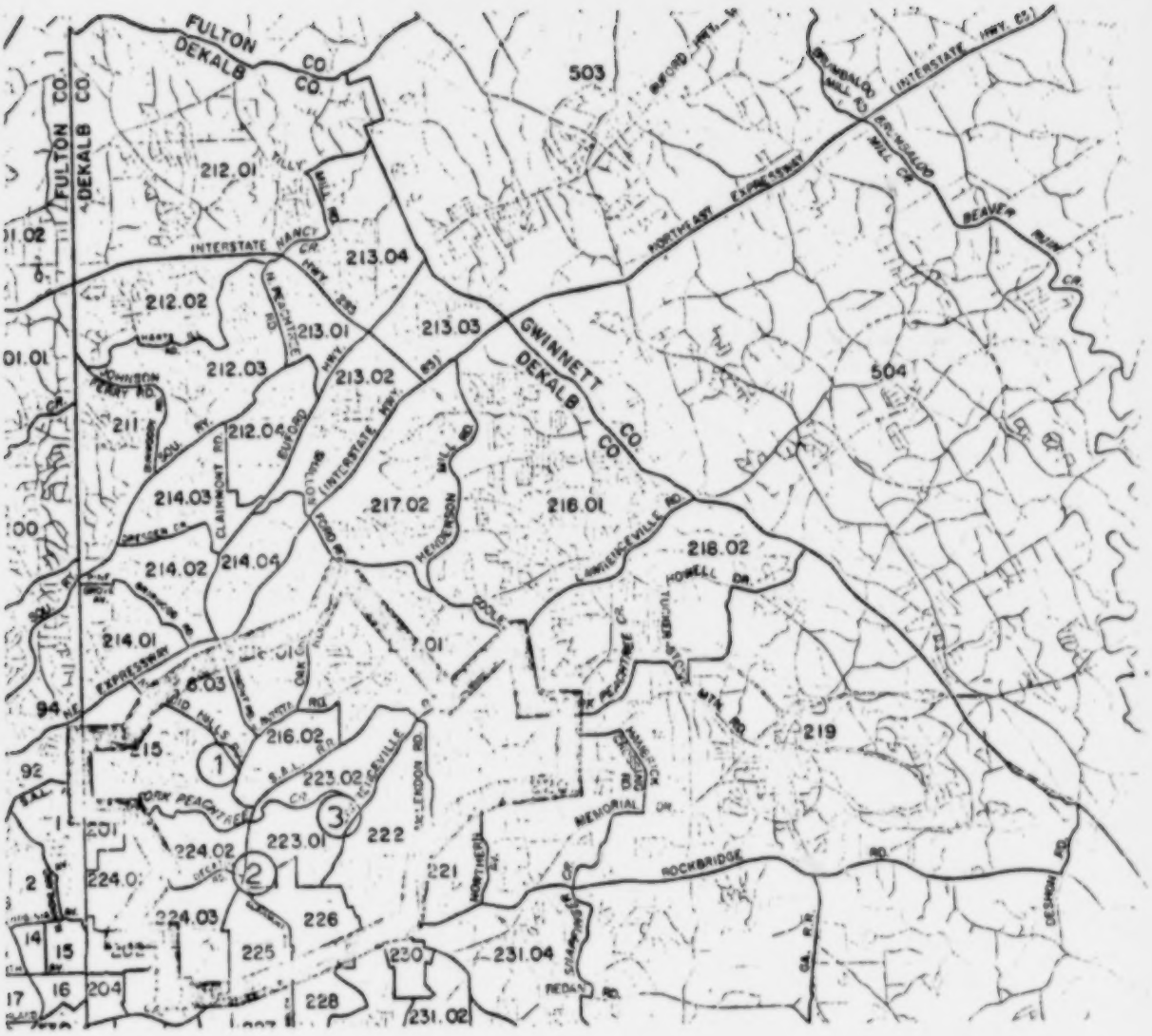
Population Trends C & S Emory
Primary Service Area and DeKalb County
1960 - 70

	1960	1970	Change 1960-70 Number	Percent
Primary Service Area	55,430	79,112	23,682	42.7%
DeKalb County	256,782	414,085	157,303	61.3%

Sources: 1960 and 1970 (preliminary figures)
U. S. Bureau of the Census

The following summary shows the percentage share of both number and dollar balances of "IPC" deposit accounts of C & S Emory within its defined primary service area. The principal concentration of C & S Emory's "IPC" deposit accounts (22.2 percent) and dollar balances (34.0 percent) are in census tracts 215,216.02, and 223.01.

Number of Accounts	"IPC" Demand	"IPC" Time	Total "IPC"
Primary Service Area	71.9%	71.8%	72.0%
DeKalb County	89.7%	92.2%	91.2%
Dollar Balances			
Primary Service Area	76.5%	78.1%	77.7%
DeKalb County	88.2%	94.5%	92.1%



THE CITIZENS AND SOUTHERN ENORY BANK

PRIMARY SERVICE AREA BOUNDARY

1 MAIN OFFICE

2 CLAIRMONT ROAD BRANCH

3 NORTH DEKALB BRANCH

FEET 0 8000 16000 24000

MILES 0 1 2 3 4 5

NORTH

Primary Service Area, C & S Chamblee

The C & S Chamblee primary service area, from which the bank derives approximately 75 percent of its total "IPC" dollar deposits, includes the City of Chamblee (home of the C & S Chamblee Bank), the adjacent City of Doraville, and a major sector of unincorporated north DeKalb County, as well as a small sector of nearby Gwinnett County. As shown on the attached map, the defined C & S Chamblee primary service area encompasses all of six census tracts and a portion of eight others.

The defined C & S Chamblee primary service area more than doubled in population between 1960 and 1970 -- with most of this growth taking place outside of the relatively small corporate area of Chamblee. As shown in the following table, the C & S Chamblee primary service area had a total population of 53,067 persons as of April 1, 1970. Of this total, approximately 17 percent -- 9,011 persons -- are located within the City of Chamblee.

Population Trends, C & S Chamblee
Primary Service Area and DeKalb County
1960 - 70

Primary Service Area	1960	1970	Change 1960-70 Number	Percent
City of Chamblee	6,635	9,011	2,376	35.8%
Rest of P. S. A.	14,219	44,056	29,837	209.8%
Total Primary Service Area	20,854	53,067	32,213	154.5%
DeKalb County	256,782	414,085	157,303	61.3%

Sources: 1960 and 1970 (preliminary figures)
U.S. Bureau of the Census

The following summary shows the percentage share of both number and dollar balances of "IPC" deposit accounts of C & S Chamblee within its defined primary service area and DeKalb County. The principal concentration of C & S Chamblee's "IPC" accounts (27.4 percent) and "IPC" dollar balances (30.2 percent) are in census tracts 213.02 and 217.02.

	"IPC" Demand	"IPC" Time	Total "IPC"
Number of Accounts			
Primary Service Area	76.2%	79.0%	77.9%
DeKalb County	89.9%	91.6%	90.9%
Dollar Balances			
Primary Service Area	77.7%	75.7%	76.5%
DeKalb County	92.0%	87.4%	89.5%

Primary Service Area, C & S Tucker

The primary service area of C & S Tucker, from which the Bank derives approximately 75 percent of total "IPC" dollar deposits, includes the unincorporated community of Tucker and adjacent portions of unincorporated DeKalb and Gwinnett counties. As shown on the attached map, the defined C & S Tucker primary service area encompasses all of six census tracts and portions of 9 others.

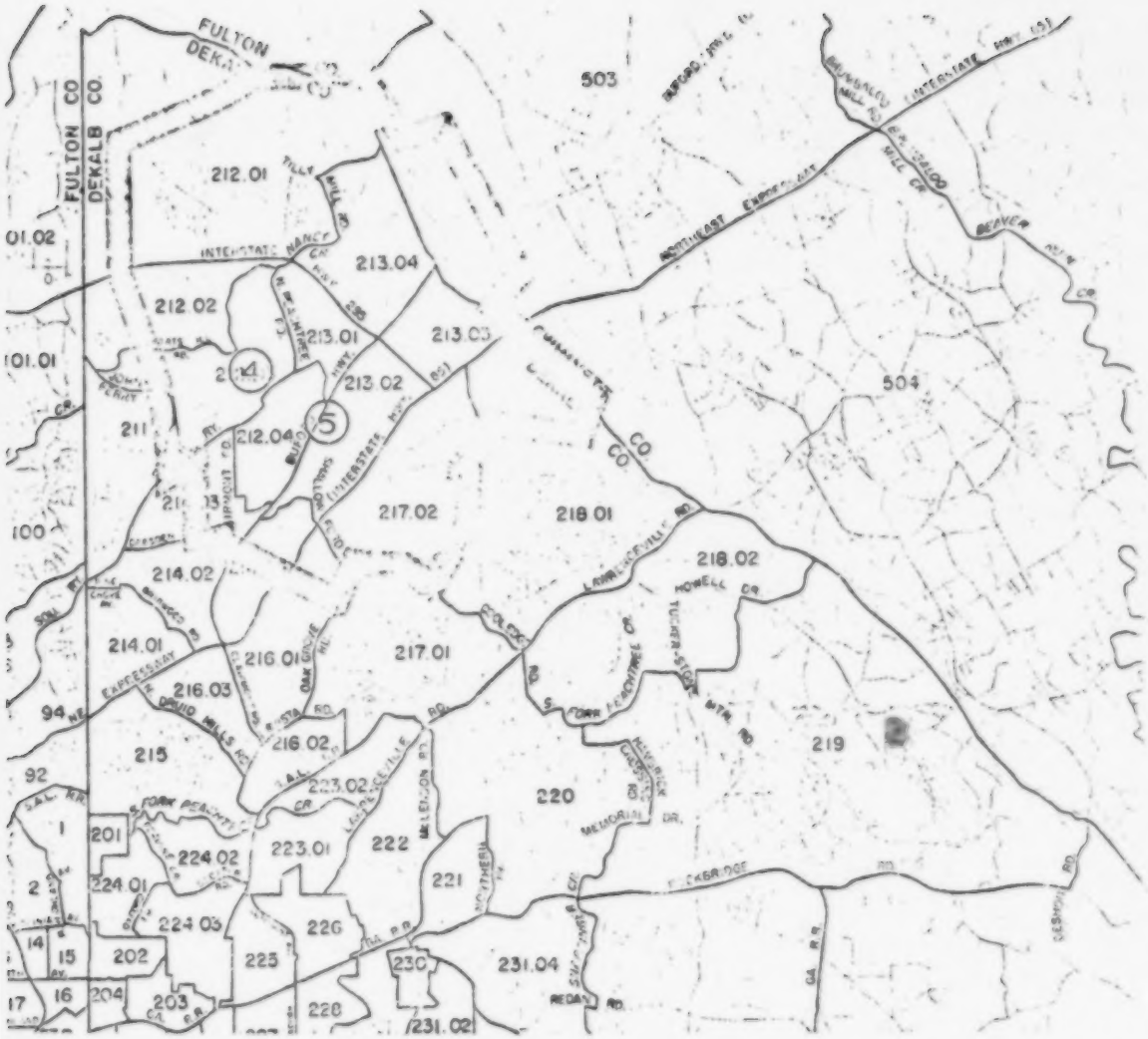
The defined C & S Tucker primary service area represents the fastest growing market sector in DeKalb County during the 1960 - 70 decade. Between 1960 and 1970, the population of the C & S Tucker primary service area almost tripled -- from a 1960 base of 29,264 persons to a total of 82,733 persons as of April 1, 1970. Of the primary service area's current population, about one-fourth lives in the Tucker community.

The following table shows 1960 - 70 population trends for the C & S Tucker primary service area and DeKalb County.

Population Trends, C & S Tucker
Primary Service Area and DeKalb County
1960 - 70

Primary Service Area	1960	1970	Change 1960-70 Number	Change 1960-70 Percent
Tucker community	6,500	20,643	14,143	217.6%
Rest of P. S. A.	22,764	62,090	39,326	172.8%
Total Primary Service Area	29,264	82,733	53,469	182.7%
DeKalb County	256,782	414,085	157,303	61.3%

Sources: 1960 and 1970 (preliminary figures)
U.S. Bureau of the Census



THE CITIZENS AND SOUTHERN BANK OF CHAMBLEE

PRIMARY SERVICE AREA BOUNDARY

4 MAIN OFFICE

5 BUFORD HIGHWAY BRANCH

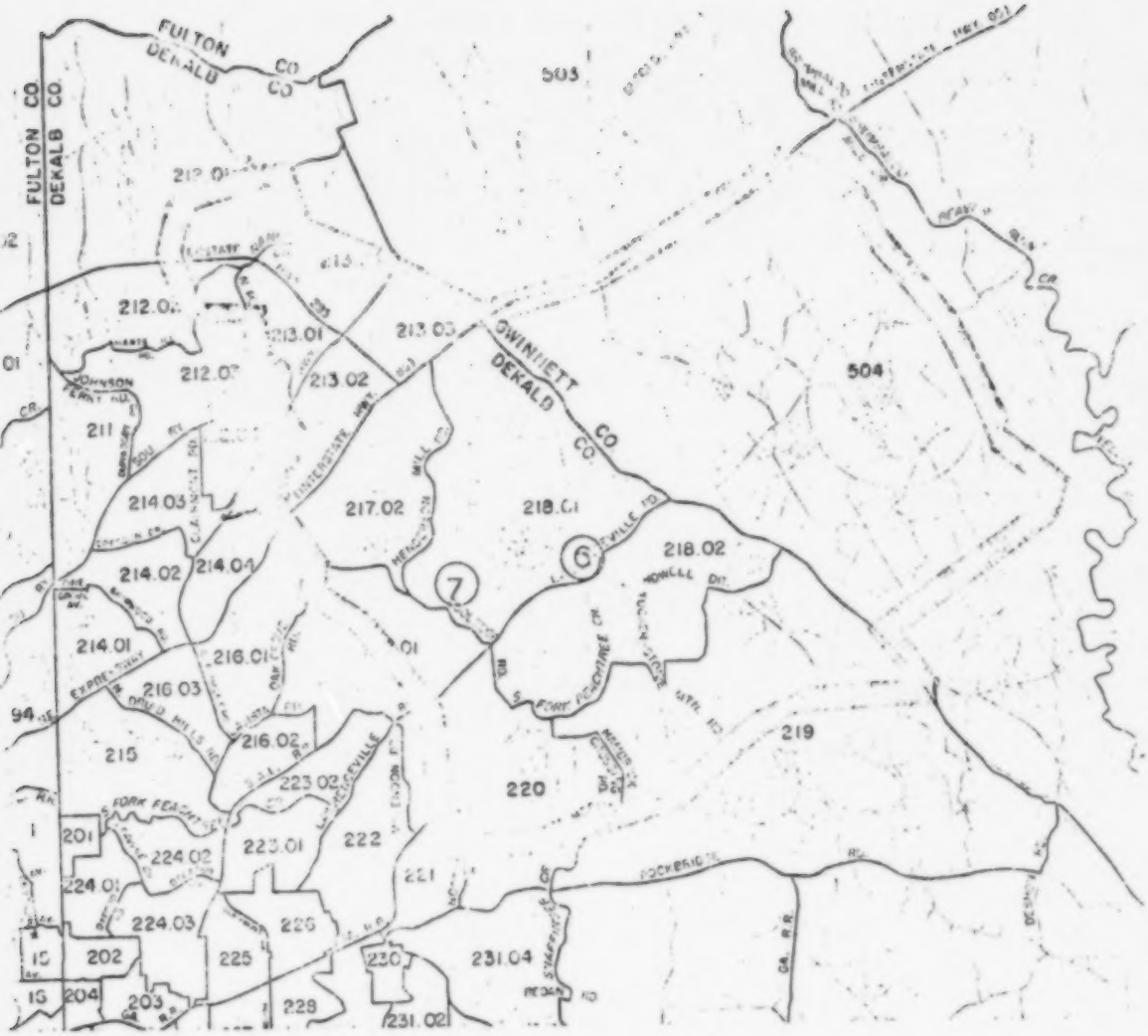
FEET 0 8000 16000 24000

MILES 0 1 2 3 4 5

NORTH

The following summary shows the percentage share of both number and dollar balances of "IPC" deposit accounts of C & S Tucker within its defined primary service area. The principal concentration of "IPC" accounts (30.7% percent) and "IPC" balances (27.7 percent) are within the Tucker community (census tracts 218.01 and 218.02).

Number of Accounts:	"IPC" Demand	"IPC" Time	Total "IPC"
Primary Service Area	81.0%	81.9%	81.3%
DeKalb County	87.7%	87.9%	87.8%
Dollar Balances			
Primary Service Area	86.3%	70.0%	76.2%
DeKalb County	90.3%	74.2%	80.2%



THE CITIZENS AND SOUTH BANK OF TUCKER

PRIMARY SERVICE AREA BOUNDARY

6 MAIN OFFICE

7 LAVISTA BRANCH

FEET 0 8000 16000 24000

MILES 0 1 2 3 4 5

NORTH

Primary Service Area, C & S Park National

The primary service area of C & S Park National, from which the Bank derives approximately 75 percent of its total "IPC" dollar deposits, includes a sector of the west central unincorporated area of DeKalb County, and a small portion of the northeast sector of the City of Atlanta. As shown on the attached map, the C & S Park National primary service area encompasses all of eight census tracts and portions of five others.

As shown in the following table, the defined C & S Park National primary service area had a total population of 71,703 persons as of April 1, 1970. This represents an increase of 28,738, or 66.9 percent, since April 1, 1960.

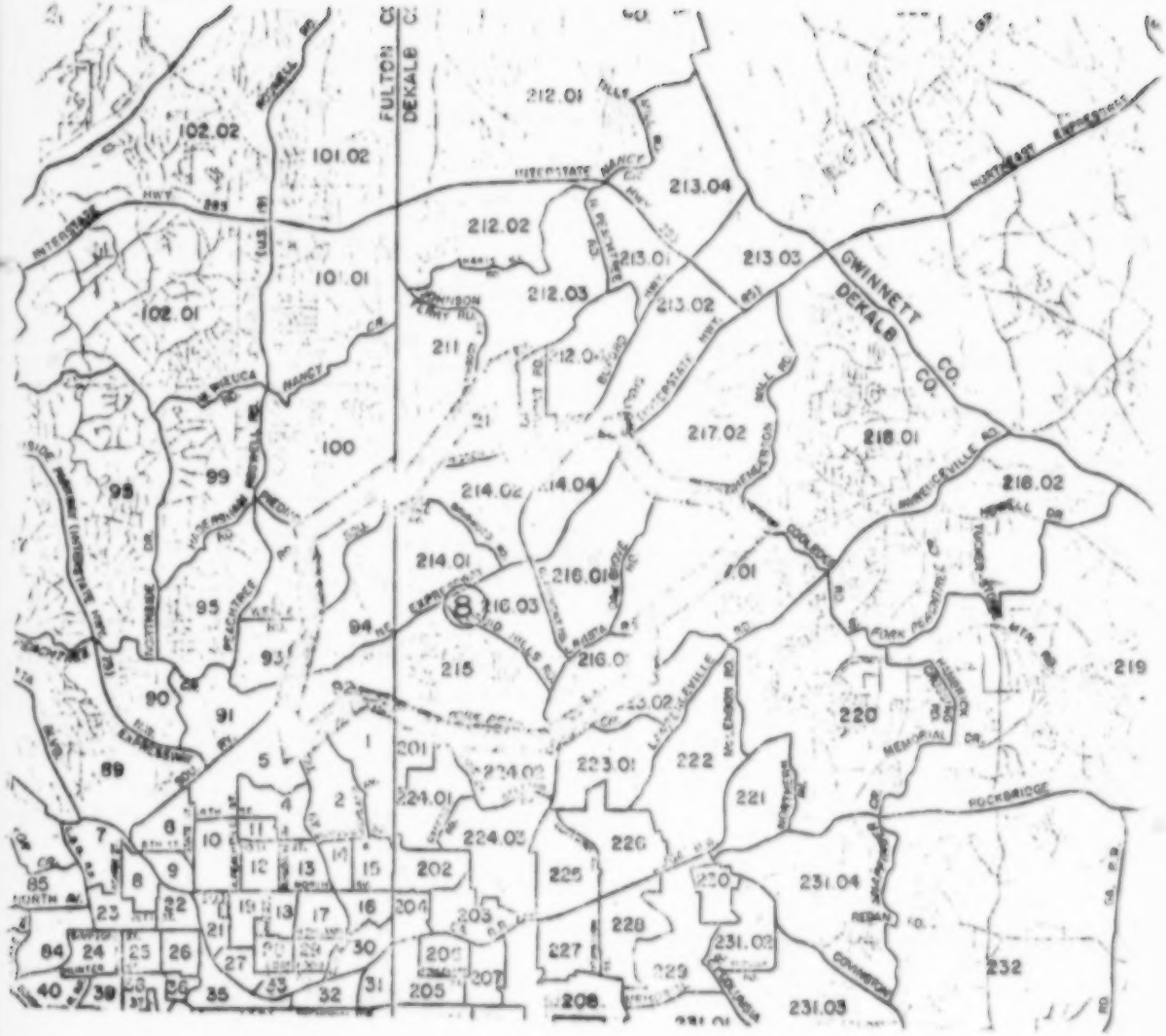
Population Trends, C & S Park National
Primary Service Area and DeKalb County
1960 - 70

	1960	1970	Change 1960-70 Number	Percent
Primary Service Area	42,965	71,703	28,738	66.9%
DeKalb County	256,782	414,085	157,303	61.3%

Sources: 1960 and 1970 (preliminary figures)
U.S. Bureau of the Census

The following summary shows the percentage share of both number and dollar balances of "IPC" deposit accounts of C & S Park National within its defined primary service area and DeKalb County. The principal concentration of accounts (18.8 percent) and dollar balances (27.4 percent) are census tracts 215 and 216.03.

Number of Accounts	"IPC" Demand	"IPC" Time	Total "IPC"
Primary Service Area	69.1%	66.1%	65.6%
DeKalb County	83.2%	84.7%	84.2%
Dollar Balances			
Primary Service Area	73.9%	69.9%	72.8%
DeKalb County	78.3%	77.6%	77.8%



THE CHATTAHOOCHEE AND SOUTHERN PARK NATIONAL PARK

PRIMARY SERVICE AREA BOUNDARY

MAIN OFFICE

FEET 0 8000 16000 24000

MILES 0 1 2 4 5

NORTH

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Primary Service Area, C & S South DeKalb

The C & S South DeKalb primary service area, from which the Bank derives approximately 75 percent of its total "IPC" dollar deposits, includes a major portion of the south unincorporated area of DeKalb County. It encompasses all of six census tracts and portions of five others.

As shown in the following table, the C & S South DeKalb primary service area had a total population of 73,043 persons as of April 1, 1970. This represents and increase of 30,516 persons, or 71.8 percent, since April 1, 1960.

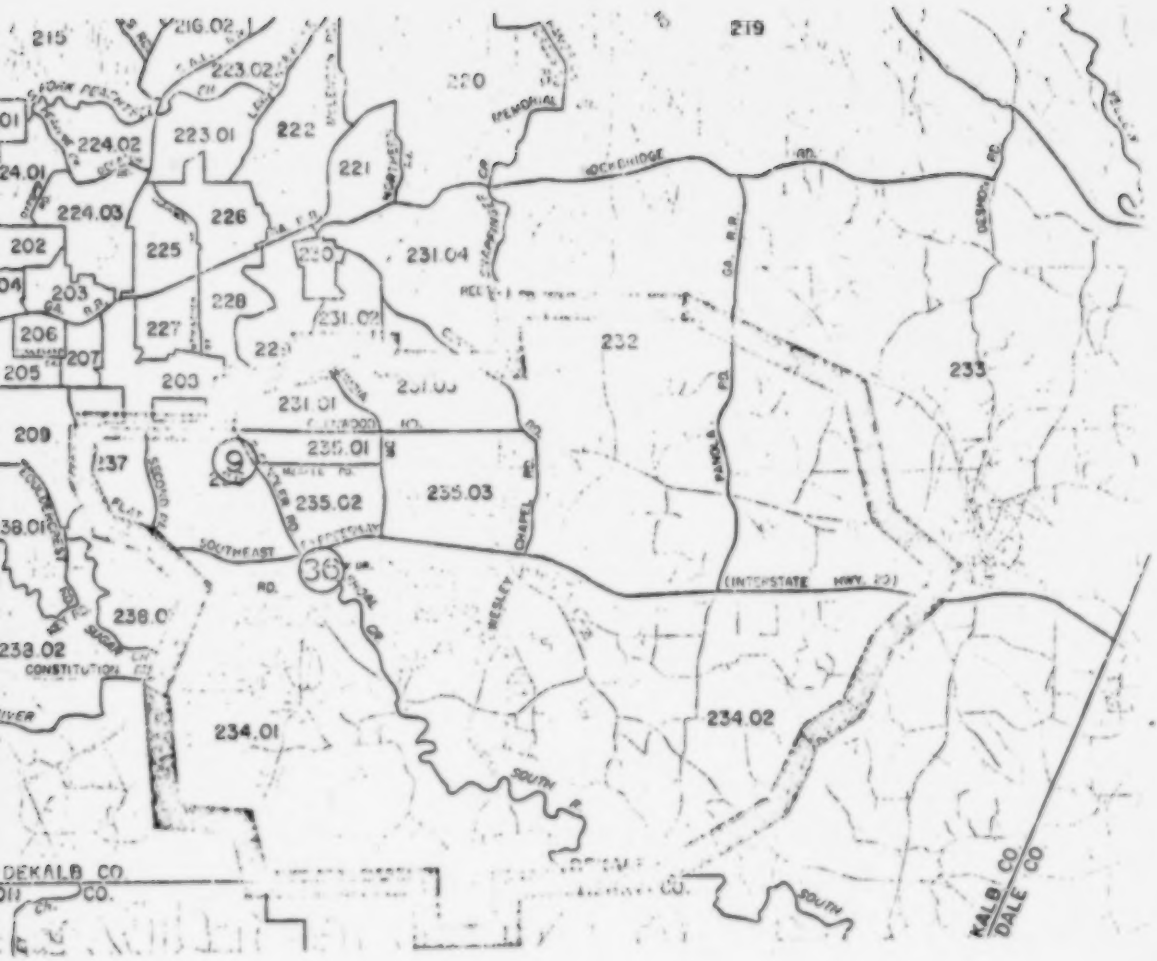
Population Trends, C & S South DeKalb
Primary Service Area and DeKalb County
1960 - 70

	1960	1970	Change 1960-70 Number	Percent
Primary Service Area	42,527	73,043	30,516	71.8%
DeKalb County	256,782	414,085	157,303	61.3%

Sources: 1960 and 1970 (preliminary figures)
U.S. Bureau of the Census

The following summary shows the percentage shares of both number and dollar balances of "IPC" deposit accounts of C & S South DeKalb within its defined primary service area and DeKalb County. The principal concentration of C & S South DeKalb's "IPC" accounts (49.8 percent) and "IPC" dollar balances (36.5 percent) are in census tracts 235.01, 235.02, and 236.

Number of Accounts	"IPC" Demand	"IPC" Time	Total "IPC"
Primary Service Area	78.4%	77.3%	77.8%
DeKalb County	89.9%	89.2%	89.6%
Dollar Balances			
Primary Service Area	66.3%	79.4%	74.0%
DeKalb County	74.1%	84.4%	80.2%



THE CITIZENS AND SOUTHERN SOUTH DEKALB BANK

PRIMARY SERVICE AREA BOUNDARY

9 MAIN OFFICE

36 GARDNER RD. AT S. HAIRSTON DR. BRANCH OFFICE

FEET 0 8000 16000 24000

MILES 0 1 2 3 4 5

NORTH

EXHIBIT II

CONVENIENCE AND NEEDS OF COMMUNITY

The following table shows the map key number and name and location of the Main Office, Clairmont Road Branch, and North DeKalb Branch of The Citizens and Southern Emory Bank (Applicant); and the Main Office and Buford Highway Branch of The Citizens and Southern Bank of Chamblee, the Main Office and LaVista Branch of The Citizens and Southern Bank of Tucker, and The Citizens and Southern Park National Bank and The Citizens and Southern South DeKalb Bank. The same is also shown for each of the other existing 26 banking offices (13 head offices and 13 branch offices) located in DeKalb County, the three approved not-open banking offices, and the 21 banking offices for which applications are pending. Also shown are the dates began business for each existing bank.

The basic source for arriving at total "IPC" deposits for the 23 banks operating in DeKalb County is the June 30, 1970 Report of Condition. Public information is not available on "IPC" deposits for branches in DeKalb County of the Fulton National Bank, The First National Bank of Atlanta, The National Bank of Georgia, and the Trust Company of Georgia. The Fulton National Bank has three branch offices in DeKalb County -- two in the City of Decatur and one in East Atlanta -- a sector of the City of Atlanta which extends into DeKalb County. The First National Bank of Atlanta has two branch offices in the City of Decatur. Both the National Bank of Georgia and Trust Company of Georgia have a branch in the East Atlanta sector of DeKalb County. The estimated "IPC" deposits for these Atlanta banks in DeKalb County were estimated by the Marketing Research Department of The Citizens and Southern Holding Company.

The Citizens and Southern National Bank Moreland Office is located in the East Atlanta sector of DeKalb County, and the "IPC" deposits for this office are those shown on the FDIC Call, Summary of Deposits, June 30, 1970.

A separate table is also attached showing the distances (road miles) and directions from the head office of the Applicant Bank (C & S Emory) and the head offices Other Banks (C & S Chamblee, C & S Tucker, C & S Park National, and C & S South DeKalb) for all existing, approved - not open, and application pending banking locations.

A map of the relevant DeKalb County market is enclosed with this application. This map shows the location of all existing banking offices, approved and not open banking offices, and pending branch applications; as well as the primary service areas of C & S Emory (Applicant Bank) and C & S Chamblee, C & S Tucker, C & S Park National, and C & S South DeKalb (Other Banks).

BANKING OFFICES DEKALB COUNTY
Existing, Approved-Not Open, and Applications Pending
September 1, 1970

EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began business	"IPC" Deposits 6/30/70 ($000)
1	The Citizens and Southern Emory Bank Main Office 2963 N. Druid Hills Rd., Atlanta	1964	$29,399
2	Clairmont Road Branch 1237 Clairmont Rd., Decatur	1951	-
3	North DeKalb Branch 2052 Lawrenceville Highway, Decatur	1968	-
4	The Citizens and Southern Bank of Chamblee Main Office 5442 Peachtree Industrial Blvd., Chamblee	1960	$15,209
5	Buford Highway Branch 3301 Buford Highway, Chamblee	1964	-
6	The Citizens and Southern Bank of Tucker Main Office 2333 Main St., Tucker	1919	$18,823
7	LaVista Branch 4148 LaVista Rd., Tucker	1965	-
8	The Citizens and Southern Park National Bank 2240 N. Druid Hills Rd., N.E., Atlanta	1967	$ 7,815
9	The Citizens and Southern South DeKalb Bank 1987 Candler Rd., Decatur	1969	$ 3,047
10	Citizens Bank of Clarkston 4156 E. Ponce de Leon Ave., Clarkston	1970	$ 525

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)
11	DeKalb County Bank 3361 Clairmont Rd., Atlanta	1970	$ 496
12	DeKalb Exchange Bank 2500 Gresham Rd., Atlanta	1970	$ 288
13	First Bank of South DeKalb 2782 Candler Rd., S.E., Atlanta	1969	$ 1,117
14	Fulton National Bank Decatur Branch 108 E. Ponce de Leon, Ave., Decatur	1931	$40,000
15	Decatur Motor Branch 155 Clairmont Rd., Decatur	1965	-
16	E. Atlanta Branch 411 Flat Shoals Ave., S.E., Atlanta	1958	-
17	Northeast Commercial Bank 5465 Buford Highway, Doraville	1960	$ 1,912
18	Peachtree Bank and Trust Company Main Office 5008 Buford Hwy, Chamblee	1960	$13,100
19	Peachtree Industrial Branch 5370 Peachtree Industrial Blvd., Chamblee	1963	-
20	The Citizens and Southern Bank of Stone Mountain 5473 E. Mountain St., Stone Mountain	1957	$ 6,359
21	The Citizens and Southern DeKalb Bank Main Office 52 N. Avondale Rd., Avondale Estates	1949	$21,437

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Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)
22	Belvedere Branch 3556 Memorial Dr., Decatur	1966	-
23	The Citizens and Southern National Bank 436 Moreland Ave., N.E., Atlanta	1948	$12,639
24	The First National Bank of Atlanta Decatur Branch 315 W. Ponce de Leon Ave., Decatur	1928	$26,000
25	East Ponce de Leon Branch 1107 E. Ponce de Leon Ave., Decatur	1965	-
26	The First National Bank of Doraville 5623 Buford Hwy, Doraville	1969	$ 605
27	The First National Bank of Glenwood Main Office 3220 Glenwood Rd., Decatur	1952	$11,869
28	Belvedere Branch 1221 Columbia Dr., Decatur	1963	-
29	The First National Bank of Tucker 2380 Fourth St., Tucker	1965	$ 4,378
30	The National Bank of Georgia 325 Candler Rd., S.E., Atlanta	1966	$ 4,400
31	The Peoples Bank of Lithonia 3065 Stone Mountain Rd., Lithonia	1910	$ 4,905
32	Trust Company of Georgia 514 Flat Shoals Ave., S.E., Atlanta	1956	$21,200
33	Trust Company of Georgia Bank of DeKalb Main Office 3 Executive Park Dr., Atlanta	1966	$17,541

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)
34	Brookhaven Branch 4021 Peachtree Rd., N.E., Atlanta	1947	-
35	Clairmont - Emory Branch 1937 Clairmont Rd., Atlanta	1969	-

APPROVED -- NOT OPENED

Map No.	Name and Location (Post Office Address)		
36	The Citizens and Southern South DeKalb Bank Candler Rd. and S. Rainbow Dr., Decatur	-	-
37	DeKalb County Bank Clairmont Rd. and Briarcliff Rd., Decatur	-	-
38	Peoples American Bank of Atlanta 1860 Johnson Rd., Atlanta	-	-

APPLICATIONS PENDING

Map No.	Name and Location (Post Office Address)		
39	The Citizens and Southern Emory Bank Perimeter Center -- Ashford-Dunwoody Rd.- I-285, Atlanta	-	-
40	The Citizens and Southern Emory Bank West Court Square, Decatur	-	-
41	Fulton National Bank Chamblee-Dunwoody Rd. at Dunwoody Park	-	-

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S20

...LICATIONS PENDING

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)
42	Fulton National Bank Main Street and First Avenue, Tucker	-	-
43	Fulton National Bank Henderson Mill Road at Northlake Perimeter	-	-
44	Fulton National Bank Memorial Drive and Mountain Dr., Stone Mountain	-	-
45	Fulton National Bank Panola Rd. and I-20	-	-
46	Fulton National Bank N. Druid Hills Rd. and Saxon Place	-	-
47	Fulton National Bank Mountain Industrial Blvd. and Stone Mountain Freeway, Stone Mountain	-	-
48	Peachtree Bank and Trust Company Perimeter Center -- Ashford-Dunwoody - I-285, Atlanta	-	-
49	Peachtree Bank and Trust Company Henderson Mill Rd. and LaVista Rd.	-	-
50	First National Bank of Atlanta 2909 N. Druid Hills Rd., Atlanta	-	-
51	First National Bank of Atlanta Buford Highway and Corporate Square Dr.	-	-
52	First National Bank of Atlanta Lawrenceville Highway and N. Druid Hills Rd.	-	-

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APPLICATIONS PENDING

Map No.	Name and Location (Post Office Address)	Began Business	"IPC" Deposits 6/30/70 ($000)
53	First National Bank of Atlanta LaVista Rd. and Weems Rd.	-	-
54	First National Bank of Atlanta 4836 Memorial Dr., Stone Mountain	-	-
55	First National Bank of Atlanta 84 Perimeter Center, East, Atlanta	-	-
56	The National Bank of Georgia 4620 Memorial Drive, Decatur	-	-
57	The National Bank of Georgia Ashford-Dunwoody Rd. and I-285	-	-
58	The National Bank of Georgia Briarcliff Rd. - LaVista Rd. near Tucker	-	-
59	The National Bank of Georgia Buford Highway and McElroy Rd., Doraville	-	-

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BANKING OFFICES DEKALB COUNTY
Existing, Approved-Not Open, and Applications Pending
September 1, 1970

EXISTING BANKING OFFICES

Map No.	Name and location (Post Office Address)	Applicant Emory		Other Banks							
				Chamblee		Tucker		Park National		South DeKalb	
		(M)	(D)	(M)	(D)	(M)	(D)	(M)	(D)	(M)	(D)
1	The Citizens and Southern Emory Bank Main Office 2963 N. Druid Hills Rd., Atlanta	-	-	6.1	S	6.8	S	1.7	S	8.0	S
2	Clairmont Road Branch 1237 Clairmont Rd., Decatur	1.9	S	8.0	S	7.2	S	3.8	S	6.1	S
3	North DeKalb Branch 3052 Lawrenceville Highway, Decatur	2.7	E	9.8	S	4.9	S	4.5	S	8.1	
4	The Citizens and Southern Bank of Chamblee Main Office 5442 Peachtree Industrial Blvd., Chamblee	6.1	N	-	-	8.3	N	6.1	N	17.[illegible]	
5	Buford Highway Branch 3001 Buford Highway, Chamblee	6.1	N	1.5	S	7.6	N	5.3	N	17.0	
6	The Citizens and Southern Bank of Tucker Main Office 2233 Main St., Tucker	6.8	N	8.3	S	-	-	8.7	S	13.3	
7	LaVista Branch 4148 LaVista Rd., Tucker	4.9	N	6.6	S	2.3	W	6.4	N	11.4	N
8	The Citizens and Southern Park National Bank 2240 N. Druid Hills Rd., N.E., Atlanta	1.7	N	6.1	S	8.7	S	-	-	9.7	N
9	The Citizens and Southern South DeKalb Bank 1987 Candler Rd., Decatur	8.0	S	17.4	S	13.3	S	9.7	S	-	-
10	Citizens Bank of Clarkston [illegible] E. Ponce de Leon Ave., Clarkston	4.5	E	9.5	S	2.7	S	6.1	S	9.7	N

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EXISTING BANKING OFFICES

Map No.	Name and Location (Post Office Address)	Applicant Emory (M)	Applicant Emory (D)	Other Banks: Chamblee (M)	Chamblee (D)	Tucker (M)	Tucker (D)	Park National (M)	Park National (D)	South DeKalb (M)	South DeKalb (D)
11	DeKalb County Bank 3361 Clairmont Rd., Atlanta	2.5	N	3.4	S	9.1	S	3.2	E	11.2	N
12	DeKalb Exchange Bank 2500 Gresham Rd., Atlanta	9.8	S	20.4	S	15.1	S	11.4	S	5.0	E
13	First Bank of South DeKalb 2782 Candler Rd., N.E., Atlanta	8.0	S	17.4	S	13.3	S	9.7	S	7.9	S
14	Fulton National Bank Decatur Branch 105 W. Ponce de Leon, Ave., Decatur	3.0	S	10.2	S	7.2	S	4.5	S	3.4	W
15	Decatur Motor Branch 155 Clairmont Rd., Decatur	2.8	S	10.0	S	7.4	S	4.4	S	3.6	N
16	E. Atlanta Branch 411 Flat Shoals Ave., S.E., Atlanta	6.4	S	12.9	S	18.6	S	6.1	S	6..	
17	Northeast Commercial Bank 3465 Buford Highway, Doraville	7.6	N	2.3	E	5.3	N	6.4	N	15.0	W
18	Peachtree Bank and Trust Company Main Office 5308 Buford Hwy, Chamblee	6.2	N	1.7	S	7.8	N	5.5	N	17.2	W
19	Peachtree Industrial Branch 5370 Peachtree Industrial Blvd., Chamblee	6.2	N	5.7	W	8.5	N	6.2	N	17.4	W
20	The Citizens and Southern Bank of Stone Mountain 5475 E. Mountain St., Stone Mountain	9.5	E	15.1	S	5.7	S	11.0	S	17.6	S
21	The Citizens and Southern DeKalb Bank Main Office 32 E. Avondale Rd., Avondale Estates	4.9	S	13.1	S	8.7	S	6.4	S	6.4	S

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EXISTING BANKING OFFICES

Map No.	Name and location (Post Office Address)	Applicant Emory (M)	Applicant Emory (D)	Other Banks: Chamblee (M)	Chamblee (D)	Tucker (M)	Tucker (D)	Park National (M)	Park National (D)	South DeKalb (M)	South DeKalb (D)
22	Belvedere Branch 3556 Memorial Dr., Decatur	5.7	S	13.6	S	8.3	S	7.2	S	2.7	S
23	The Citizens and Southern National Bank 436 Moreland Ave., N.E., Atlanta	5.3	S	12.1	S	10.6	S	4.5	S	6.1	S
24	The First National Bank of Atlanta Decatur Branch 315 W. Ponce de Leon Ave., Decatur	3.0	S	10.2	S	7.2	S	4.5	S	3.4	S
25	East Ponce de Leon Branch 1107 E. Ponce de Leon Ave., Decatur	5.3	S	13.4	S	9.1	S	6.8	S	7.2	S
26	The First National Bank of Doraville 5023 Buford Hwy, Doraville	7.2	N	2.7	E	5.3	N	6.8	N	10.8	N
27	The First National Bank of Glenwood Main Office 3220 Glenwood Rd., Decatur	5.7	S	15.9	S	10.6	S	7.2	S	1.1	S
28	Belvedere Branch 1221 Columbia Dr., Decatur	5.7	S	13.6	S	8.3	S	7.2	S	2.7	S
29	The First National Bank of Tucker 2260 Fourth St., Tucker	7.0	N	8.3	S	.2	N	8.6	N	12.6	N
30	The National Bank of Georgia 325 Candler Rd., S.E., Atlanta	5.7	S	15.9	S	10.6	S	7.2	S	1.1	S
31	The Peoples Bank of Lithonia 3035 Stone Mountain Rd., Lithonia	19.3	S	24.2	S	12.5	S	20.4	S	11.4	S
32	Trust Company of Georgia 514 Flat Shoals Ave., S.E., Atlanta	6.4	S	12.9	S	8.6	S	6.1	S	6.1	S
33	Trust Company of Georgia Bank of DeKalb Main Office 1 Executive Park Dr., Atlanta	1.7	N	6.1	S	8.7	S	.1	N	8.7	N

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EXISTING BANKING OFFICES

	Name and Location (Post Office Address)	Applicant Emory (M)	Applicant Emory (D)	Other Banks: Chamblee (M)	Chamblee (D)	Tucker (M)	Tucker (D)	Park National (M)	Park National (D)	South DeKalb (M)	South DeKalb (D)
34	Brookhaven Branch 4021 Peachtree Rd., N.E., Atlanta	3.8	N	3.4	S	8.3	N	2.3	N	11.9	N
35	Clairmont - Emory Branch 1937 Clairmont Rd., Atlanta	.2	E	6.1	S	6.8	S	1.7	S	8.3	S

APPROVED -- NOT OPENED

	Name and Location (Post Office Address)										
36	The Citizens and Southern South DeKalb Bank Candler Rd. and S. Rainbow Dr., Decatur	8.0	S	17.4	S	13.3	S	9.7	S	1.9	S
37	DeKalb County Bank Clairmont Rd. and Briarcliff Rd., Decatur	2.3	N	4.5	S	7.6	S	1.5	E	10.2	
38	Peoples American Bank of Atlanta 1660 Johnson Rd., Atlanta	2.3	S	7.6	S	10.2	S	1.9	S	8.0	

APPLICATIONS PENDING

	Name and Location (Post Office Address)										
39	The Citizens and Southern Emory Bank Perimeter Center -- Ashford-Dunwoody Rd.- I 285, Atlanta	9.8	N	8.0	N	8.7	N	8.3	N	20.1	N
40	The Citizens and Southern Emory Bank West Court Square, Decatur	3.0	S	10.2	S	7.2	S	4.5	S	3.8	S
41	Fulton National Bank Chamblee-Dunwoody Rd. at Dunwoody Park	9.5	N	2.3	N	7.2	N	8.0	N	17.0	N

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LICATIONS PENDING

Name and Location (Post Office Address)	Applicant Emory (M)	Applicant Emory (D)	Other Banks: Chamblee (M)	Chamblee (D)	Tucker (M)	Tucker (D)	Park National (M)	Park National (D)	South DeKalb (M)	South DeKalb (D)
Fulton National Bank Main Street and First Avenue, Tucker	6.8	N	8.3	S	.1	N	8.7	N	13.3	N
Fulton National Bank Henderson Mill Road at Northlake Perimeter	4.9	N	6.6	S	2.3	W	6.4	N	11.4	N
Fulton National Bank Memorial Drive and Mountain Dr., Stone Mountain	6.8	S	11.7	S	6.8	S	8.3	S	4.5	-
Fulton National Bank Panola Rd. and I-20	15.9	S	20.4	S	11.7	S	17.4	S	7.8	-
Fulton National Bank N. Druid Hills Rd. and Saxon Place	2.3	W	4.9	S	9.5	S	.8	S	10.-	-
Fulton National Bank Mountain Industrial Blvd. and Stone Mountain Freeway, Stone Mountain	7.2	E	11.7	S	1.9	S	8.7	S	12.5	-
[illegible] Bank and Trust Company [illegible]meter Center -- Ashford-Dunwoody - I-285, Atlanta	9.2	S	3.0	N	8.7	N	8.7	N	20.1	-
Peachtree Bank and Trust Company Henderson Mill Rd. and LaVista Rd.	4.9	N	6.6	S	2.3	W	6.4	N	11.4	N
First National Bank of Atlanta 2619 N. Druid Hills Rd., Atlanta	.1	E	6.1	S	6.8	S	1.7	S	8.0	N
First National Bank of Atlanta Buford Highway and Corporate Square Dr.	2.3	W	4.9	S	9.5	W	.8	N	10.4	N
First National Bank of Atlanta Memorial Drive and N. Druid Hills Rd.	2.7	W	9.8	S	4.9	S	4.5	S	8.1	N

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APPLICATIONS PENDING

Map No.	Name and Location (Post Office Address)	Applicant Emory (M)	Applicant Emory (D)	Other Banks: Chamblee (M)	Chamblee (D)	Tucker (M)	Tucker (D)	Park National (M)	Park National (D)	South DeKalb (M)	South DeKalb (D)
53	First National Bank of Atlanta LaVista Rd. and Weems Rd.	4.9	N	6.6	S	2.3	W	6.4	N	11.4	N
54	First National Bank of Atlanta 4836 Memorial Dr., Stone Mountain	5.3	E	11.7	S	6.8	S	6.8	S	5.3	N
55	First National Bank of Atlanta 84 Perimeter Center, East, Atlanta	9.8	N	3.0	N	8.7	N	8.3	N	20.1	N
56	The National Bank of Georgia 4620 Memorial Drive, Decatur	5.3	S	11.7	S	6.8	S	6.8	S	5.3	N
57	The National Bank of Georgia Ashford-Dunwoody Rd. and I-285	9.8	N	3.0	N	8.7	N	8.3	N	20.1	N
58	The National Bank of Georgia Briarcliff Rd. - LaVista Rd. near Tucker	4.9	N	6.6	S	3.3	W	6.4	N	11.4	N
59	The National Bank of Georgia Buford Highway and McElroy Rd., Doraville	7.2	N	1.9	E	6.1	N	7.2	N	17.4	N

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(5) [illegible]

If the Applicant Bank or Other Bank has pending applications for approval of branches or has received authority to establish branches which are not yet open for business, furnish pertinent details. Such branches should be listed and assigned numbers commencing in the sequence established in the foregoing schedules, and should be shown and appropriately identified on the map.

See EXHIBIT III

CONVENIENCE AND NEEDS OF COMMUNITY

Which follows

List the assigned numbers of any branches of the participating banks, including branches approved or applied for, which it is planned to discontinue or abandon if the proposed transaction is effected, and furnish pertinent details.

No branches of participating banks, including branches approved or applied for, are planned to be discontinued or abandoned, if the proposed transaction is effected.

State whether the service area or areas of the Resulting Bank will be predominately agricultural, industrial, residential, or mixed, and describe the growth trend over the past ten years and the present economic outlook. (A concise general statement, rather than statistical data, is desired.)

See EXHIBIT IV

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

Discuss the lending power and capacity of each of the participating banks in relation to the credit needs of its service area, and how the lending power and capacity of the Resulting Bank will relate to those needs.

See Exhibit V

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

Discuss the types of service which the Resulting Bank will offer which are not now offered by the participating banks in their respective service areas, including the extent to which such services are offered by other banks [illegible]

See EXHIBIT VI

CONVENIENCE AND NEEDS OF COMMUNITY

which follows

EXHIBIT "H"

CONVENIENCE AND NEEDS OF COMMUNITY

The Applicant Bank (C & S Emory) has submitted applications to the Superintendent of Banks, State of Georgia, and the Federal Deposit Insurance Corporation for permission to establish the following branch offices under The Banking Law, State of Georgia, as amended 1970:

Map No.	Location
39	Perimeter Center Ashford Dunwoody Rd. & I-285 Atlanta
40	West Court Square, Decatur

The Citizens and Southern South DeKalb Bank has received permission from the Superintendent of Banks, State of Georgia to establish the following branch office -- not yet open for business:

Map No.	Location
36	Candler Rd. and S. Rainbow Dr. Decatur

EXHIBIT IV

CONVENIENCE AND NEEDS OF THE COMMUNITY

DeKalb County is the fastest growing county within the five-county Atlanta Standard Metropolitan Statistical Area (SMSA). While DeKalb County's population continues to be swelled by many residents commuting to jobs in other sections of Metropolitan Atlanta, the County is sharing at an impressive rate in the increasing outward movement to the suburbs of new industrial, office, and shopping center developments. These gains in DeKalb's commercial and industrial base are bringing new strength and balance to the County's economic structure.

The following map of the Atlanta SMSA shows the relationship of DeKalb County -- and other metropolitan area counties -- to the central city of Atlanta. Following the map, is presented a review of the major economic trends taking place in the Atlanta SMSA and DeKalb County.

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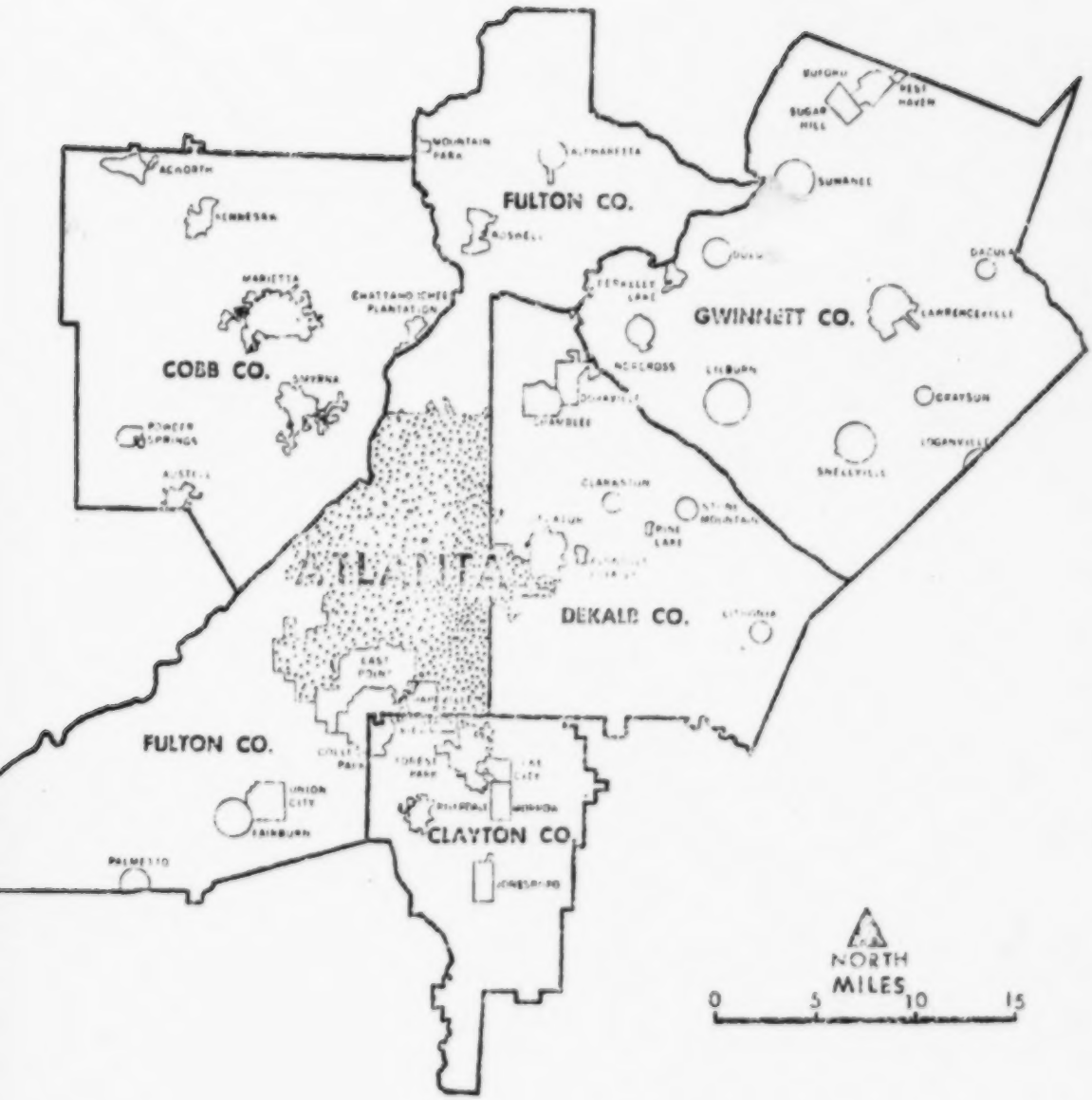
METROPOLITAN ATLANTA



The Atlanta Standard Metropolitan Statistical Area

The Atlanta Standard Metropolitan Statistical Area is the dominant economic hub of the Southeast. Although Atlanta has long been a regional distribution center, it has emerged during the 1960 - 70 decade to a new level -- taking on stronger characteristics as a city tied to the nation as well as the region it serves.

The Atlanta SMSA currently consists of five counties -- Clayton, Cobb, DeKalb, Fulton, and Gwinnett. Preliminary 1970 census figures show that as of April 1, 1970 Metropolitan Atlanta had a population of 1,375,746 persons. This is a 35.2 percent increase since 1960, compared to a 13.9 percent gain for the State of Georgia, and 14.6 percent for five of the southeastern states. Currently 30.6 percent of the State of Georgia's population resides in the Atlanta SMSA, compared to 25.8 percent in 1960.

Looking ahead, the Atlanta SMSA is expected to reach a population of 1,572,900 persons by 1975, 2 million by 1983.

A review of a number of indicators clearly reflect Metropolitan Atlanta's dominant economic role in the Southeast and its emerging role as an important national center.

1. Preliminary 1970 census figures place Metropolitan Atlanta 21st in population among the nation's 231 Standard Metropolitan Statistical Areas.

2. Among the top 20 metropolitan areas in the nation, Atlanta ranked second during the 1960 - 69 period in percentage growth in non-agricultural employment, with a gain of 61.6 percent. Approximately 26,000 jobs were created in Metropolitan Atlanta each year during the 1960's for an annual average of 577,900 in 1969. Total employment should reach 780,000 by 1975. Similar to other inland regional centers (Dallas, Minneapolis - St. Paul and Kansas City) a greater proportion of Atlanta's employment is concentrated in the service-oriented categories of finance - insurance - real estate, transportation - communications - utilities, wholesale, retail trade, and services. This employment distribution reflects Atlanta's position as the management center for the region, not only as a physical collection and distribution point, but in the central centered activities such as finance, business services, and government.

3. Total private construction during the 1959 - 69 period exceeded $3.3 billion in Metropolitan Atlanta. Construction increased from $186.7 million in 1959 to almost $450 million in 1969.

4. Indication of Atlanta's strategic regional role as trade capital of the region is the presence of operations of 413 of the Fortune 500 list of the nation's largest industrial corporations. Also represented in Atlanta are 46 of the 50 largest life insurance companies, 19 of the 50 largest retailing companies and 30 of the largest transportation companies.

5. Atlanta is one of the nation's major government centers. There are 90 agencies, departments, or divisions of Federal government operations in Atlanta with approximately 28,500 employees. Total government employment exceeded 89,000 in 1969.

6. Metropolitan Atlanta easily leads the State in per household effective buying income, $11,544 compared to $9,117. It also leads the South Atlantic States ($9,294) and the United States ($10,048). By 1975 Atlanta families should have a disposable income of $15,850.

7. Retail sales more than doubled during the 1958 - 1969 period, from $1.23 billion to $2.73 billion.

8. Reflecting Metropolitan Atlanta's distribution role, wholesale sales increased from almost $4 billion in 1958 to $8.5 billion in 1967, well over a 100 percent increase.

9. Almost 160,000 housing units were constructed in Metropolitan Atlanta in the 1960 - 1969 period. Approximately 40 percent of the total were in multi-family structures. It is expected that 250,000 new housing units will be required during the 1970 - 1980 decade to meet the needs of a growing population. This means that even higher annual rate of production will take place, 25,000 units each year as compared to the 9-year average of almost 18,000 units.

In the same manner, the following list of selected national rankings illustrate the economic vigor of Metropolitan Atlanta:

	National SMSA Ranking
Total residential construction, 1969	11th
Downtown construction, 1967	8th
Residential units authorized for construction, 1969	13th
Postal receipts, 1968	10th
Wholesale trade, 1967	8th
Bank clearings, 1968	9th
Air traffic (enplaned passengers), 1968	4th
Mercantile construction, 1969	6th

DeKalb County

DeKalb County -- one of the five counties making up the Atlanta SMSA -- is Georgia's most rapidly growing county. Between 1950 and 1960, DeKalb became the State of Georgia's second largest county in population size.

Since 1960, DeKalb County has continued to expand its population at a steady upward rate. Preliminary 1970 figures show that DeKalb County has a population of 414,085 persons. Currently 30 percent of the Atlanta SMSA population of 1,375,746 persons reside in DeKalb County; compared to 25.2 percent in 1960 and 18.8 percent in 1950.

The following table shows DeKalb County's population growth since 1950 compared to other counties making up the Atlanta SMSA.

POPULATION, ATLANTA SMSA,
BY COUNTIES, 1950,1960 AND 1970

	1950	1960	1970
Clayton	22,872	46,365	96,172
Cobb	61,830	114,174	196,645
DeKalb	136,395	256,782	414,085
Fulton	473,572	556,326	596,700
Gwinnett	32,320	43,541	72,144
Total	726,989	1,017,188	1,375,746
Percent of Total Atlanta SMSA			
Clayton	3.1%	4.6%	7.0%
Cobb	8.5	11.2	14.2
DeKalb	18.8	25.2	30.1
Fulton	65.1	54.7	43.4
Gwinnett	4.5	4.3	5.3
Total	100.0%	100.0%	100.0%

Sources: 1950, 1960, and 1970 (preliminary figures) U. S. Bureau of the Census

DeKalb County's population growth has been concentrated almost entirely within the large unincorporated area of the county. The largest incorporated area in DeKalb County is that portion of Atlanta in DeKalb, with a current population of 46,596. The City of Decatur is second with a population of 21,963. As shown in the following table, more than one-half of DeKalb's 1950 population was located in its nine incorporated areas. By 1960, this percentage had dropped to 31.9, and by 1970 to 23.6.

Population Trends, Incorporated and Unincorporated DeKalb County, 1950, 1960 and 1970

Incorporated Areas	1950	1960	1970	Average Annual Net Change 1950-60	Average Annual Net Change 1960-70
Atlanta (in DeKalb)	37,535	41,132	46,596	379	527
Avondale Estates	1,070	1,646	1,714	58	7
Chamblee	3,445	6,635	9,011	319	238
Clarkston	1,165	1,524	4,325	36	280
Decatur	21,635	22,026	21,963	39	-6
Doraville	472	4,437	9,133	397	470
Lithonia	1,558	1,667	2,245	13	58
Pine Lake	566	738	856	17	12
Stone Mountain	1,899	1,976	1,950	8	-3
Total	69,325	81,981	97,793	1,266	1,582
Unincorporated Area	67,070	174,801	316,292	10,773	14,148
Total DeKalb	136,395	256,782	414,085	12,039	15,730

Sources: 1950, 1960, and 1970 (preliminary figures)
U. S. Bureau of the Census

DeKalb County's population growth reflects to a significant degree its role as a "bedroom community" for the central city of Atlanta. In 1960, 56,310 workers lived in DeKalb County and crossed into Fulton County (primarily Atlanta) each day to their place of work. This represented 56.6 percent of DeKalb's employed population. By contrast, only 2.2 percent of Fulton County's employed residents worked in DeKalb.

Within the 1960 - 70 decade there has been a significant increase in the growth of major employment centers in DeKalb -- industrial districts, office parks and shopping centers. These developments have reduced the percentage of employed DeKalb residents commuting to Fulton County. However, because of the tremendous growth of jobs in the Atlanta Central Business District and other sectors of Metropolitan Atlanta, the actual number of DeKalb residents commuting to jobs in Fulton County has increased. Currently, an estimated 75,000 DeKalb residents work in Fulton County.

Looking ahead, DeKalb County is expected to continue to capture an increasing share of Metropolitan Atlanta's population during the next five years. During this period DeKalb is expected to gain 45 percent of the Atlanta SMSA population increase -- advancing to a total population of 502,800, or 32 percent of the Atlanta SMSA total in 1975.

Personal Income

DeKalb County is, to a great extent, a "white collar" professional community. In addition to providing homes for thousands of Atlanta based workers, fine colleges -- Emory, Agnes Scott, Oglethorpe, Atlanta Baptist College, Columbia Theological Seminary, and DeKalb Junior College -- attract students and faculties that add an intellectually stimulating environment. Large professional employers such as U. S. Public Health Services' Center for Disease Control and the Southeastern Region Internal Revenue Service Center add to this quality.

Reflecting its professional employment level, and its large share of resident Atlanta - employed executives, DeKalb County has the highest disposable income per household of any county in the Southeast. In 1969, DeKalb households had an average disposable income of $13,023, compared to $11,544 for the Atlanta SMSA, as a whole. Assuming a slightly reduced inflationary rate, DeKalb households should average $17,400 in disposable income in 1975; compared to $15,850 for the Atlanta SMSA.

Residential Construction

DeKalb County easily led the other four counties in Metropolitan Atlanta in residential construction during the 1960 - 69 period. Of the 88,710 single - family homes constructed in Metropolitan Atlanta during this period, 33.5 percent were built in DeKalb County. The impact of apartment construction is evidenced by the fact that 37.5 percent of total housing units constructed in DeKalb County during this period were multi-family, up from eight percent in 1960.

Retail Sales

As population and personal incomes have grown and traditional central city functions have de-centralized into DeKalb County, major retailing developments have followed. These include the North DeKalb Center at North Druid Hills Road and Lawrenceville Highway (site of the North DeKalb Branch of C & S Emory) and the South DeKalb Center (immediately across from the site of the approved - not open branch office of C & S South DeKalb). In north DeKalb County two new regional shopping centers, Northlake Center at I - 285 and La Vista Road (site of the La Vista Branch of C & S Tucker) and Perimeter Center at I - 285 and Ashford Dunwoody Road (site of a proposed branch of C & S Emory) are under construction.

Between 1963 and 1969, total DeKalb County retail sales jumped dramatically from $256.5 million to $585.7 million. As a result, DeKalb's share of total Atlanta SMSA retail sales increased from 15.8 percent to 21.5 percent.

Employment

The Fulton - DeKalb County economies are so inter-twined that the Georgia Department of Labor does not break out employment between the two in its annual county employment estimates, reporting them as a single unit. Thus, reliable source for data on DeKalb employment from which a time series can be formulated is the County Business Patterns of the Bureau of the Census. These statistics include only those jobs covered by FICA, excluding government employees, self-employed, domestics and certain railroad employees. Nevertheless, certain important trends can be gleaned from these reports.

In 1968, 14.3 percent of Metropolitan Atlanta jobs were in DeKalb, up from 12 percent in 1965 and 11.2 percent in 1962. During the 1962-68 period, DeKalb's employment increased by 84.6 percent to 67,354, almost double the Metropolitan Atlanta rate of climb of 44.5 percent.

DeKalb County is expected to continue to absorb an increasing share of Metropolitan Atlanta employment, advancing to almost 18 percent by 1975 to over 114,000 employees (excluding government employees, self-employed, domestics, and certain railway employees). Important government employers which rapidly inflate this figure are the national headquarters of the U. S. Public Health Services' Center for Disease Control with current employment of 1,534, the Internal Revenue Service Center - Southeast Region with an average of 2,500, and the government of DeKalb County with over 3,000.

Manufacturing employment almost doubled in DeKalb during the 1962-68 period to 15,342. The manufacturing profile has swung from the low-wage industries - textile, apparel, lumber and wood products and furniture and fixtures, to the high-wage categories of paper and allied products, printing and publishing, chemical and allied products and electrical machinery.

Reflecting DeKalb's merger into the Atlanta economic fabric, employment nearly doubled during the 1962-68 period in wholesale and retail trade and services, and more than doubled in the finance, insurance and real estate category.

DeKalb County 1962-68 employment is summarized in the following table:

DeKalb County Employment[1]

	1962	1965	1968
DEKALB COUNTY TOTAL	36,420	47,714	67,354
Agricultural Services	218	313	415
Contract Construction	4,708	6,808	9,736
Manufacturing	8,688	12,515	15,342
Transportation, Utilities, Communication	2,626	2,536	3,200
Wholesale Trade	3,795	5,889	7,462
Retail Trade	7,109	10,299	13,969
Finance, Insurance, Real Estate	1,345	2,180	3,082
Services	7,274	6,770	13,603

[1]Employment as of mid-March pay period each year. Excludes government employees, self-employed persons, farm workers and domestics.

Note: Columns do not add to totals due to figures withheld to avoid disclosure of operations of individual units and employment in unclassified establishments.

Source: Bureau of The Census, County Business Patterns

The first planned industrial district in Metropolitan Atlanta was created in DeKalb County on Peachtree Industrial Boulevard in 1945 (site of the C & S Chamblee main office). DeKalb now has eleven industrial districts, which will likely accomodate most new industries locating in the county. Included among these are: Tucker - Stone Mountain (near the C & S Tucker Main Office), Montreal (near the C & S Tucker La Vista Branch), and Northeast Freeway (near C & S Park National).

The congestion in downtown business districts during the sixties forced the creation of suburban office parks in many of the larger cities. DeKalb County was the recipient of the first one built in Atlanta -- the 122 - acre Executive Park. This major development, as well as the Freeway, Landmark and Corporate Square office parks are within the immediate vicinity of C & S Park National.

Presently there are now eleven major office parks in DeKalb County with almost 10 million square feet of office space existing, under construction or planned. Included are the 1,'00,000 square-foot Northlake development (site of the La Vista C & S Tucker Branch) and the 2,000,000 square-foot Perimeter Center development (site of the proposed C & S Emory Branch).

During 1969 industrial and commercial investment in DeKalb County exceeded $20 million, adding 1.944 million square feet and 3,190 employees to the economic base. During the first half of 1970 the investment continued at approximately the same rate with announcements of $9.6 million in new and expanded industrial and commercial facilities.

EXHIBIT V

CONVENIENCE AND NEED OF COMMUNITY
LENDING POWER AND CAPACITY OF PARTICIPATING BANKS

The lending power and capacity of participating banks (as well as other banks) are limited in meeting the credit needs of an individual borrower on an unsecured basis to 10% of capital and unimpaired surplus, and on a secured basis to 20% of capital and unimpaired surplus. For both state - chartered in Georgia and national chartered banks capital is defined to include: capital notes and debentures, preferred stock and common stock. For state - chartered banks in Georgia unimpaired surplus includes the surplus account only. For national - chartered banks unimpaired surplus is defined to include: surplus, undivided profits, reserve for contingencies and other capital reserves, plus 50% of the reserve for bad debt losses on loans.

As per call reports of June 30, 1970, the dollar loan limits of each of the participating banks and the Resulting Bank would be as follows:

	Dollar Loan Limit to an Individual Borrower	
	Unsecured	Secured
The Citizens and Southern Emory Bank	$ 170,000	$ 340,000
The Citizens and Southern Bank of Chamblee	122,500	245,000
The Citizens and Southern Bank of Tucker	133,400	266,800
The Citizens and Southern Park National Bank	77,700	155,400
The Citizens and Southern South DeKalb Bank	55,000	110,000
RESULTING BANK	$ 532,900	$1,065,800

As shown above, the Resulting Bank would be in a position to meet the increasing capital needs of individual market area borrowers -- especially growing small and moderate size businesses -- which now, in many cases, can only be handled by the sale of loan participations.

EXHIBIT VI

CONVENIENCE AND NEEDS OF COMMUNITY

The consummation of the proposed transaction will result in more effective service to present customers of the participating banks. Present customers of C&S Chamblee, C&S Tucker, C&S Park National and C&S South DeKalb will have direct access to the full scope and variety of services of the C&S system—which services are available directly to customers of all C&S Holding Company affiliate banks--including: personal and corporate trust services, factoring, real estate lending, enterprise capital loans, international banking, and travel department.

With the availability of a single C&S bank in various areas of DeKalb County, businesses which operate in more than one part of the County will not be required to maintain banking accounts with several banks in order to have ready access to C&S facilities where their business is transacted. Likewise, residents living in one part of the County but working in another part, will have the convenience of dealing with the same bank both at home and where they work.

In summary, there will be no decrease in the types of services now being offered by the participating banks if the proposed transaction is approved. While approval will not bring any immediate expansion of the types of banking services available through the participating banks, it will make the wide range of C&S services directly and more conveniently available to customers of the participating banks.

In addition, the Resulting Bank, because of its larger capital base will be able to serve larger corporate customers —many of which require banks of a certain size before designating them as depositories. It is believed that this factor will enable the Resulting Bank to play a more important role in the community which it will serve. Identification of businesses located in the County with a bank having its main office there will focus the attention of these corporate customers upon the unique opportunities and problems of the DeKalb community served by the Resulting Bank. Similarly, the resultant larger capital base will make it possible for the Resulting Bank to service larger credit needs without the necessity of having to sell participations in loans in order to meet these needs.

The unique range and depth of banking services offered by C&S are not duplicated by other banks serving the areas served by the participating banks. Customers of the C&S correspondent associate banks have, it is felt, chosen them to do business with because of the availability of the C&S services through the banks, even though the correspondent associate status meant that in certain cases the services were available indirectly and by reference. Approval of the transaction would, therefore, enable the participating banks more fully to recognize this choice of their customers and to enlarge their abilities to implement the customer's chosen banking program.

(5) [illegible]

Discuss the past record of the participating banks with respect to their growth, awareness of their responsibilities in the community, and alertness to provide needed services.

See Exhibit VII
CONVENIENCE AND NEEDS OF COMMUNITY
Attached

Other supporting information relative to the factor of convenience and needs of the communities served by the participating banks and to be served by the Resulting Bank is as follows:

None

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(6) CONSISTENCY OF CORPORATE POWERS

The Applicant Bank is organized pursuant to Article VIII State Banking Law of Georgia; Chapter 13-9, Code of Georgia, as amended
(Give citation of State statutory provisions)

There is attached hereto a true copy of the Articles of Incorporation or Association of the bank, together with all amendments thereto. (If previously submitted, only subsequent amendments are to be attached.)

(7) EFFECT OF PROPOSED TRANSACTION ON COMPETITION
(Including Any Tendency Toward Monopoly)

The Applicant Bank is requested to furnish herewith as part of this application the following exhibits:

Exhibit A - Schedules showing the total "IPC" deposits, both demand and time, and total loans and discounts of:

1. Applicant Bank, Other Bank, and each other bank competing within the service area or areas of the Applicant Bank;

2. Other Bank, Applicant Bank, and each of any bank competing within the service area or areas of the Other Bank;

3. Resulting Bank and each other bank competing within the service area or areas of the Resulting Bank;

and showing for each service area the percentages of "IPC" deposits and loans and discounts of each bank in relation to the aggregates for that particular service area.

EXHIBIT VII

CONVENIENCE AND NEEDS OF COMMUNITY

With the support of the C&S system, all of the participating banks have actively expanded their services to the communities in which they are located. Implementation of the C&S philosophy that a primary requirement of full-service banking is the service of meeting the growing credit needs of growing communities is illustrated in the following table which sets forth the total loans made by the participating banks during the years 1965-1970 (June 30):

Total Loans ($000)	C&S Emory	C&S Chamblee	C&S Tucker	C&S Park Nat'l	C&S S.DeKalb
December 31, 1965	7,439.5	4,473.5	3,344.9		
December 31, 1966	13,896.7	6,448.4	6,026.4		
December 31, 1967	14,756.1	7,538.7	7,371.0	1,277.2	
December 31, 1968	18,428.1	9,526.8	11,377.5	2,832.2	
December 31, 1969	32,164.7	13,958.6	13,440.2	5,396.3	1,021.0
June 30, 1970	29,787.5	13,620.4	15,051.7	6,031.8	2,683.1

Similarly, the commitments of the participating banks to provide the resources necessary for support of the growing communities served by them is shown in the following table, which reflects the total deposits held by each of the participating banks during the years 1965-1970 (as of June 30).

Total Deposits ($000)	C&S Emory	C&S Chamblee	C&S Tucker	C&S Park Nat'l	C&S S.DeKalb
December 31, 1965	16,363.3	7,520.0	5,224.5		
December 31, 1966	20,414.5	10,204.3	8,028.0		
December 31, 1967	24,291.3	13,102.9	10,815.0	3,638.1	
December 31, 1968	28,938.9	15,617.6	14,[illegible].9	6,061.3	
December 31, 1969	38,497.8	17,224.6	17,996.2	7,300.4	1,550.9
June 30, 1970	36,936.4	16,948.6	19,923.2	8,164.0	3,246.0

The response to the needs of their communities which is demonstrated by the growth shown on the above tables is one measure of the records of the banks involved in this transaction. Equally as important is their record of bringing to their communities the opportunity of participating in the innovative banking services and programs originated by the C&S system, such as individual tax return preparation, payroll accounting plans, bank credit cards and "enterprise lending" (specialized lending programs for small high-risk businesses). This record of expanding the types and numbers of banking services to meet the needs of changing, more economically complex communities, together with the measureable growth in banking resources and activity, demonstrates the awareness of the participating banks to the needs of their communities, and their alertness to provide needed services.

BANKING OFFICES IN DEKALB COUNTY

including banking offices in business as of year-end 1960, and as of September 1, 1970
-- approved not open banking offices -- applications pending for new banking offices.

	In Business 1960	In Business 1970	Approved Not Open	Applications Pending
The Citizens and Southern Emory Bank	1	3	-	2
The Citizens and Southern Bank of Chamblee	1	2	-	-
The Citizens and Southern Bank of Tucker	1	2	-	-
The Citizens and Southern Park National Bank	-	1	-	-
The Citizens and Southern South DeKalb Bank	-	1	1	-
Citizens Bank of Clarkston	-	1	-	-
DeKalb County Bank	-	1	1	-
DeKalb Exchange Bank	-	1	-	-
First Bank of South DeKalb	-	1	-	-
Fulton National Bank	2	3	-	7
Northeast Commercial Bank	-	1	-	-
Peachtree Bank and Trust Company	1	2		2
Peoples American Bank of Atlanta	-	-	1	
The Citizens and Southern Bank of Stone Mountain	1	1	-	-
The Citizens and Southern DeKalb Bank	1	2	-	-
The Citizens and Southern National Bank	1	1	-	
The First National Bank of Atlanta	1	2	-	6
The First National Bank of Doraville	-	1	-	-
The First National Bank of Glenwood	1	2	-	-
The First National Bank of Tucker	-	1	-	-
The National Bank of Georgia	-	1	-	4
The Peoples Bank of Lithonia	1	1	-	-
Trust Company of Georgia	1	1	-	-
Trust Company of Georgia Bank of DeKalb	1	3	-	-
TOTAL	14	35	3	21

TOTAL "IPC" DEPOSITS AND LOANS
DEKALB COUNTY, JUNE 30, 1970

	"IPC" Deposits June 30, 1970 ($000)	% of Total	Total Loans June 30, 1970 ($000)	% of Total
The Citizens and Southern Emory Bank	$ 29,399	11.1%	$ 29,788	16.4%
The Citizens and Southern Bank of Chamblee	15,209	5.8	13,620	7.5
The Citizens and Southern Bank of Tucker	18,823	7.1	15,052	8.3
The Citizens and Southern Park National Bank	7,815	3.0	6,032	3.3
The Citizens and Southern South DeKalb Bank	3,047	1.2	2,683	1.5
RESULTING BANK	$ 74,293	28.2%	$ 67,175	37.0%
Citizens Bank of Clarkston	528	.2	411	.2
DeKalb County Bank	496	.2	331	.2
DeKalb Exchange Bank	288	.1	48	*
Fulton National Bank	1,117	.4	191	.1
Northeast Commercial Bank	40,000(a)	15.2	21,200(a)	11.7
Peachtree Bank and Trust Company	1,912	.7	1,189	.6
The Citizens and Southern Bank of Stone Mountain	13,100	5.0	10,349	5.7
The Citizens and Southern DeKalb Bank	6,739	2.4	6,004	3.3
The Citizens and Southern National Bank	21,437	8.1	20,133	11.1
The First National Bank of Atlanta	12,638(b)	4.8	2,203(c)	1.2
The First National Bank of Doraville	26,000(a)	9.9	12,000(c)	6.6
The First National Bank of Glenwood	605	.2	154	.1
The First National Bank of Tucker	11,869	4.5	8,076	4.4
The National Bank of Georgia	4,372	1.7	2,053	1.1
The Peoples Bank	4,400(a)	1.7	3,400(a)	1.9
Trust Company of Georgia	4,905	1.9	3,207	1.8
Trust Company of Georgia Bank of DeKalb	21,200(a)	8.1	9,000(c)	5.0
	17,541	6.7	14,435	8.0
TOTAL	$263,066	100.0%	$181,379	100.0%

* Less than one-tenth of one percent

Sources: Reports of Condition, June 30, 1970.
(a) Estimated by Marketing Research Department, The Citizens and Southern Holding Company.
(b) FDIC Call, Summary of Deposits, June 30, 1970.
(c) Comptroller's Department, The Citizens and Southern National Bank.

Exhibit B - Comment on the extent and [illegible] Applicant Bank and Other Bank [illegible] industrial loans, and [illegible] ances may total [illegible] within the respective [illegible]

Exhibit C - Comment on the extent and intensity of competition in the service areas of the Applicant Bank and Other Bank provided by (a) insurance companies, (b) credit unions, (c) mutual finance companies, (d) personal loan companies, (e) factors, (f) direct lenders [illegible] of covered [illegible] and (g) financial institutions located outside such service areas.

Exhibit D - Comment on the extent to which the Applicant Bank and Other Bank have deposit accounts and loan relationships with individuals, partnerships, and corporations, and separate the aggregate number and dollar amounts of such accounts in each bank.

Exhibit E - Comment on the extent to which deposits in loans of the Applicant Bank and Other Bank originate in each other's service area or areas.

Exhibit F - Schedule showing the number and total dollar amount of loans originated during the preceding calendar year by (a) the Applicant Bank, and (b) Other Bank, which were shared or placed with each other or with any other bank or bank, indicating the dollar amount of such loans retained by the originating bank and comment on the reasons why such placements were made.

Exhibit G - Schedule showing interest rates and service charges on loans and deposits of each of the participating banks, and the prevailing interest rates and service charges for the resulting Bank in relation to such rates and charges of its competing banks and financial institutions.

Exhibit H - Comment on trust department activities of the Applicant Bank and Other Bank, the extent to which each bank has trust relationships originated in the other's service area or areas, and setting the aggregate heading, including the number of accounts, for each major type of fiduciary or agency appointment. (Indicate the basis for assigning book carrying values.)

Exhibit I - If five per cent or more of the stock of any bank, including the participating banks, is owned by any director or officer of the participating banks, or any pension or profit sharing trust established or administered by such banks, state the name of the owner, the relation of the bank, and the percentage of shares owned.

Exhibit J - Statement as to whether the Applicant Bank or Other Bank is affiliated with or has a stock interest in any other bank, the stock of which is owned by a bank holding company as defined in the Bank Holding Company Act of 1956.

Exhibit K - Comment on the [illegible] of the proposed [illegible] on the competitive situation, both with respect to [illegible] in the service areas [illegible] of the Resulting Bank, [illegible] competition, and state whether the [illegible] Bank will be local, regional, national, or international.

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EXHIBIT E-6

COMPETITION IN THE RELEVANT RETAIL MARKET
FROM OTHER FINANCIAL INSTITUTIONS

Competition from other financial institutions continues to be strong in the relevant DeKalb market. As the fastest growing sector of the Atlanta Metropolitan area, DeKalb County is experiencing continuing growth in both the number of non-bank financial institutions and deposit and loan dollar totals. These trends are indicated in the following sections of this exhibit.

Savings and Loan Associations

DeKalb County savings and loan associations are active and aggressive competitors for personal savings and real estate lending in the relevant market area. Between 1965 and 1969, the number of savings and loan offices in DeKalb County have increased from 14 to 19.

Savings and loan associations are not restricted on a geographic basis in Georgia in their branching. The Atlanta Federal Savings and Loan Association (Georgia's largest) has a branch office in the Brookhaven community of DeKalb County. Also, Standard Federal (also headquartered in Atlanta) has recently merged with Piedmont Federal, which had its main office in the Northeast Plaza Shopping Center on the Buford Highway. DeKalb County Federal, headquartered in Decatur, has a branch office in the City of Conyers -- in adjacent Rockdale County.

Total assets of the six savings and loan associations headquartered in DeKalb County have increased from $204,537,000 in 1961 to $342,243,000 in 1969.

SAVINGS AND LOAN OFFICES
DEKALB COUNTY
AS OF SEPTEMBER 1, 1970

	Date Open	January 1, 1970 Deposits ($000)	Loans ($000)	Assets ($000)
IN BUSINESS				
Atlanta Federal Savings and Loan Association				
Branch Office: 3975 Peachtree Rd., N.E.	1953	$326,438	$338,130	$395,088
Decatur Federal Savings and Loan Association				
Main Office: 250 E. Ponce de Leon Ave.	1927	$187,817	$213,693	$242,234
Branch Offices: 1807 Candler Rd., Decatur	1953			
2942 N. Druid Hills Rd., N.E.	1960			
3553 Memorial Dr., Decatur	1960			
3860 Rockbridge Rd., Stone Mountain	1962			
3038 Lawrenceville Hwy., Decatur	1965			
5465 Peachtree Industrial Blvd., Chamblee	1967			
3601 Chamblee-Tucker	1969			
33 Leyard St.	1969			
2801 Candler Rd., Decatur	1970			
DeKalb County Federal Savings and Loan Association				
Main Office: 116 Clairmont Ave.	1941	$ 51,315	$ 52,826	$ 59,969
Branch Office: 1246 Glenwood Ave., S.E.	1953			
Southeast Federal Savings and Loan Association				
Main Office: 6986 Main St., Lithonia	1962	$ 1,885	$ 1,852	$ 2,138
Standard Federal Savings and Loan Association				
Branch: 3353 Buford Hwy., N.E.*	1957	$ 5,372	$ 8,997	$ 10,241
Tucker Federal Savings and Loan Association				
Main Office: 2355 Main St., Tucker	1956	$ 24,785	$ 25,998	$ 30,678
Branch Office: 4855 Briarcliff Rd., Atlanta	1965			
5424 Buford Hwy., Doraville	1969			
2 Perimeter Center East	1970			

* Formerly Piedmont Federal Savings and Loan. Merged with Standard Federal, September, 1970.

	Date Oper	January 1, 1970 Deposits ($000)	Loans ($000)	Assets ($000)
APPROVED--NOT OPENED				
DeKalb County Federal Savings and Loan Association 2700 Clairmont Rd., N.E.	-	-	-	-
APPLICATIONS PENDING				
Decatur Federal Savings and Loan Association Chamblee - Dunwoody Rd., - Mt. Vernon Rd.	-	-	-	-
DeKalb County Federal Savings and Loan Association Covington Highway and Austin Dr.	-	-	-	-

Credit Unions

Credit unions operating within the relevant DeKalb County market are continuing to offer significant competition for both personal savings and loan customers.

There are presently 21 State and federal chartered credit unions in DeKalb County, compared with 10 in 1962. Total asset figures for the 11 state-chartered credit unions, obtained from the Georgia Comptroller General's office, are listed in the following pages of this exhibit. Similar data on the federal-chartered credit unions in DeKalb County is not available from the Atlanta office of the U.S. Department of Health, Education, and Welfare, the regulatory agency in charge of these organizations. The approximate total asset sizes of the reported Federal Credit Unions in DeKalb County is indicated by the following:

FEDERAL CREDIT UNIONS ASSET CODE KEY
(ASSET AMOUNTS AS OF YEAR-END 1969)

0

1 Less than $100,000 Total assets

2

3

4 $100,000 - $250,000 Total asset

5 $250,000 - $500,000 Total assets

6 $500,000 - $1,000,000 Total assets

7 $1,000,000 - $2,000,000 Total assets

8 Greater than $2,000,000 Total assets

* Chartered, but not in operation. No assets.

[illegible] CREDIT UNIONS, [illegible] COUNTY, [illegible]-END 1969

Name	Address	Asset Code
B-M Employees	4111 Flowerdale Rd., Lake Hills 30085	7
B P Atlanta	7 Executive Park E., N.E. 30329	5
CAT	P. O. Box 47190, Doraville 30340	4
CCA Stone Mountain	5313 E. Ponce de Leon Ave, Stone Mtn. 30083	3
Circle 10	5952 Peachtree Rd., Northwoods 30040	7
DeKalb County Employees	224 DeKalb Building, Decatur 30030	*
DeKalb County Teachers	652 N. Indian Creek Dr., Clarkston 30021	7
DeKalb General Hospital	2701 N. Decatur Rd., Decatur 30033	*
Emory Employees	Emory University 30322	*
Write-Right	5664 New Peachtree Rd., Chery Hills 30005	1

STATE CHARTERED CREDIT UNIONS, DEKALB COUNTY YEAR-END 1969

Name	Address	Total Assets
DRHD Credit Union	445 Mira Mar, Decatur	64,162
Decatur Postal Employees Credit Union	520 W. Ponce de Leon Ave., Decatur	155,613
Decatur Teachers Credit Union	320 Bethonough St., Decatur	111,200
Dixie "66" Credit Union	3 Executive Park Dr., N.E.	60,589
F.D. & L. Employees Credit Union	3101 McCall Dr., Doraville	655,827
Gaylord Employees Credit Union	4351 Presidential Rd., Doraville	105,343
Georgia League Credit Union	2729 Buford Highway N.E.	5,372,[illegible]
Kraft Employees Credit Union	501 DeKalb Industrial Way Decatur	2,310,51[illegible]
Mr. Friendly Credit Union	1 Executive Park East	45,994
Lay Employees S & L Credit Union	4870 Peachtree Industrial Blvd. Chamblee	147,66[illegible]
The Wood Co. Employees Credit Union	114 Dow St., Decatur	32,197

Factors

Since all Atlanta-area factoring operations are located in the City of Atlanta (Fulton County) competition from factoring companies is not a direct influence within the relevant DeKalb County market.

Consumer Finance Companies

Personal consumer finance companies in the DeKalb County market remain aggressive, active competitors for loan customers of various types -- auto, appliance, other durable goods, and short-term personal loans. The increasing volume of lending activity from consumer finance organizations is indicated by the following data compiled by The Georgia Comptroller General's Office.

From 1965 to 1969 the number of DeKalb County personal loan company offices increased from 30 to 48, while the total dollar amount of loans outstanding increased from $7,388,911 to $14,142,081, or 91.5 percent.

The individual offices of DeKalb County consumer finance companies are included in the following table along with the year-end 1969 loans outstanding dollar total for each office.

CONSUMER FINANCE COMPANIES [illegible]

Name	Address	Loans Outstanding
American Finance Systems of Decatur	117 E. Court Sq., Decatur	$359,06[illegible]
American Plan Corp. of Fulton County	3403 Memorial Dr., Decatur	$260,24[illegible]
Associates Finance Co.	5151 Buford Hwy., Doraville	$151,569
Associates Finance Co.	1217 Columbia Dr., Decatur	$264,63[illegible]
Avco Finance Co.	5548 Peachtree Industrial Blvd., Chamblee	$209,8[illegible]
Avco Finance Co.	1085 Columbia Dr., Decatur	$553,866
Beneficial Finance Co. of Decatur	1994 Candler Rd., Decatur	$446,821
Century Finance Co.	2144 Candler Rd. S.E., Decatur	$149,[illegible]38
Century Finance Co.	2344 Main St., Tucker	$170,71[illegible]
CFC Loans	1779 Candler Rd., Decatur	$157,157
Coburn Finance Corp.	1766 Candler Rd., Decatur	$503,98[illegible]
Coburn Finance Corp.	5030 Buford Hwy., Doraville	$295,631
Commercial Credit Plan	250 E. Ponce de Leon Ave., Decatur	$469,[illegible]07
Community Loan Corp. of Decatur	3167 Candler Plaza, Decatur	$341,82[illegible]
Courtesy Finance Co.	155 Sycamore St., Decatur	$402,79[illegible]
Credithrift of America	4096 Glenwood Rd., Decatur	$435,3[illegible]9
Credithrift of America	3[illegible]16 N. Druid Hills Rd., Decatur	$141,647
C.T.C. Finance Corp.	5460 Peachtree Industrial Blvd., Chamblee	$558,872
Decatur Loan and Finance Corp.	246 E. Ponce de Leon Ave., Decatur	$203,[illegible]24
DeKalb General Finance Co.	4121 Lawrenceville Hwy., Tucker	$ 44,217
Dial Finance Co.	5343 Buford Hwy., Doraville	*
Dial Finance Co. of Decatur	4011E Glenwood Rd., Decatur	$281,869
Dial Finance Co.	Buford Hwy., Doraville	*
Dixie Finance Corp.	6962 Main St., Lithonia	$219,982
GAC Finance Corp.	5175 Buford Hwy., Doraville	*
General Discount Corp.	88 Avondale Rd., Avondale Estates	$265,45[illegible]
Hartsfield Co., Inc. #2	4960 Buford Hwy., Chamblee	$258,75[illegible]
Household Finance Corp.	N. DeKalb Shopping Center	$638,39[illegible]
Household Finance Corp.	5732 Buford Hwy., Doraville	*
Household Finance Corp. of Decatur	3545 Memorial Dr., Decatur	$1,343,06[illegible]
Liberty Loan Corp. of Doraville	5057 Buford Hwy., Doraville	$238,851
Liberty Loan Corp. of Georgia	705 Church St., Decatur	$422,51[illegible]
Lithonia Loan and Finance Co.	6957 Main St., Lithonia	$203,2[illegible]
Motor Contract Co.	526 Church St., Decatur	$173,9[illegible]
Motor Contract Co. of Doraville	5219 Buford Hwy., Doraville	$109,9[illegible]
Nationwide Finance Co.	2056 N. Decatur Plaza, Decatur	$240,7[illegible]
Pacific Finance Loans	2593 Lawrenceville Rd., Decatur	$311,779
Pacific Finance Loans	5301 Buford Hwy., Doraville	$242,0[illegible]2
Pacific Finance Loans	1851 Memorial Dr., Decatur	$317,20[illegible]
Peoples, Inc. of DeKalb	4075 Lawrenceville Hwy., Tucker	$174,3[illegible]
Public Finance Corp.	3860 Glenwood Rd., Decatur	$208,018
Public Finance Corp. of Georgia	2760 E. College Ave., Decatur	$464,859
Public Finance Corp. of Doraville	5286 Buford Hwy., Doraville	$4[illegible]2,80[illegible]
Seaboard Finance Co.	124 Clairmont Ave., Decatur	$229,2[illegible]
Southern Discount Co.	2168 Lawrenceville Hwy., Decatur	$337,5[illegible]
Sun Finance Co.	1787 Columbia Dr., Decatur	$235,9[illegible]
Universal C.I.T. Corp.	2569 N. Decatur Rd., Decatur	$360,40[illegible]
Wells & Harris Special	953 Main St., Stone Mountain	$ 29,[illegible]91

* New Office, data not available

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Mortgage Companies

As of year-end, 1969 there were 14 mortgage companies with offices located in DeKalb County. While these financial organizations do exert a significant amount of competitive influence on commercial real estate lending, there are no available statistics on the extent of their lending in the DeKalb market.

MORTGAGE COMPANY OFFICES IN DEKALB COUNTY
(EXCL. ATLANTA) YEAR-END 1969

Builders Mortgage Company
916 Sycamore, Decatur

Cameron Brown Company
18 Executive Park Dr. N.E.

Complete Mortgage Company
4176 Glenwood Rd., Decatur

Embry Mortgage Corporation
3579 Chamblee Tucker Rd. N.E.
Decatur Federal Building, Decatur

Empire Home Loans, Inc.
DeKalb Federal Building, Decatur

Executive Mortgage Corporation
1687 Tully Circle N.E.

First Mortgage Advisory Group
2793 Clairmont Rd. N.E.

Georgia Loan and Trust Company
1600 Tully Circle N.E.

Jones, Glynn Enterprises
1735 S. Candler Rd., Decatur

National Capital Corporation
1639 Tully Circle N.E.

Security Funding Corporation
1639 Tully Circle N.E.

Security Mortgage Corporation
Decatur Federal Building

Thorpe & Brooks, Inc.
1206 Columbia Dr., Decatur
1600 Tully Circle N.E.

Wachovia Mortgage Company
4279 Memorial Drive., Decatur

Insurance Companies

Insurance companies continue to be active competitors in the relevant DeKalb market for real estate loans, remaining a principal source of financing in this lending field. However, no accurate data is available on the exact amount of competition provided by insurance companies in the DeKalb market.

Sales Finance Companies

Financial data is not available on the total dollar or loan volume of sales finance companies within the relevant DeKalb Market. However, such national organizations as GMAC, Ford Motor Credit, Chrysler Credit Corporation, Allstate, and State Farm, through their DeKalb County offices, provide extensive competition for automobile loans.

Ex. III

EFFECT OF [illegible]

Competition between C & S Emory (Applicant) and C & S Chamblee, C & S Park National, and C & S Tucker (Other Banks), to any extent, is non-existent. Of the total randomly selected sample of 4,543 C & S Emory and 1,509 C & S Park National IPC deposit customers there were only five mutual customers. The balance of these accounts was $6,211 -- compared to the total IPC sample for these two banks of $10,662,082. Comparing, the sample of 3,589 IPC deposit customers of C & S Tucker against the C & S Emory sample revealed only two mutual customers. These represented a total balance of $690 -- compared to the two-bank total of $16,624,489.

Of the randomly selected sample of 3,061 C & S Chamblee IPC customers compared to that for C & S Park National revealed only one mutual customer. The balance of this account was $921 -- compared to the two-bank total of $7,171,313.

No mutual IPC deposit customers were revealed between C & S Emory and C & S Chamblee, C & S Park National and C & S Tucker, or C & S Tucker and C & S Chamblee.

A review by the participating banks showed the existence of no mutual loan customers.

LEGAL OF [illegible]

The analysis of the geographic distribution of both demand and time deposits of individuals, partnerships, and corporations of the participating banks (See Exhibit 1, Convenience and Needs of Community) provided the necessary input to determine the extent to which "IPC" deposits (number of accounts and dollar balances) of the Applicant Bank (C&S Emory) and Other Banks (C&S Chamblee, C&S Tucker, C&S Fort National and C&S South DeKalb) that originate in each other's primary service areas.

Numerous studies conducted by the Marketing Research Department of The Citizens and Southern Holding Company, other banks, and consulting firms indicate that personal banking customers consider convenience of location at a banking office to either place of residence or place of work to be of prime consideration in establishing their banking relationship. Within the primary service areas of C&S Emory, C&S Chamblee, C&S Tucker, and C&S Park National are located the bulk of the major employment centers in DeKalb County. Therefore, each of these banks serve a substantial number of customers working within the Bank's primary service area, but whose residences are located in other sectors of the County. This factor is a major reason why a number of the customers of participating banks "originate" in each other's primary service areas.

C&S Emory Primary Service Area

The primary service area of C&S Emory and C&S Park National overlap in that sector of unincorporated DeKalb County extending north from the Fork of Peachtree Creek and the Seaboard Airline Railroad almost to the Northeast Expressway (I-85). Also, the primary service areas of C&S Emory and C&S Tucker overlap slightly in the Clarkston area to the east.

Major employment centers in the C&S Emory primary service area include the Decatur central business district with its DeKalb County government offices and major office buildings, Emory University, and the U.S. Public Health Services' Center for Disease Control.

The percentage share of "IPC" deposit accounts and dollar balances of Other Banks (C&S Chamblee, C&S Tucker, C&S Park National, and C&S South DeKalb) originating in the C&S seven primary service areas are as follows:

"IPC" Deposit Accounts and Dollar Balances Originating in the Primary Service Areas of C&S Banks

	C&S Chamblee	C&S Tucker	C&S Park National	C&S South DeKalb
"IPC" Deposit Accounts	14.3%	9.2%	30.8%	2.0%
"IPC" Dollar Balances	13.8%	10.5%	36.0%	2.1%
Total Samples of Each Bank				
"IPC" Deposit Account	3,061	3,589	1,509	1,150
"IPC" Dollar Balances ($000)	$4,245.8	$8,857.9	$2,682.9	$1,282.8

C&S Chamblee Primary Service Area

The primary service areas of C&S Chamblee and C&S Tucker overlap in that sector of unincorporated DeKalb County north of Anderson Mill Road along the Interstate Highway 285 corridor. Also, the primary service areas of C&S Chamblee and C&S Park National overlap along the Buford Highway and the Northeast Expressway (I-85).

Major employment centers in the C&S Chamblee primary service areas include: the large Peachtree Industrial Boulevard industrial complex in which is located the Buick - Oldsmobile - Pontiac Assembly Division of General Motors (4,300 workers), and other industrial and commercial concentrations along Interstate Highway 85 and Interstate Highway 285.

The percentage share of "IPC" deposit accounts and dollar balances of the Applicant Bank (C&S Chamblee) and Other Banks (C&S Tucker, C&S Park National, and C&S South DeKalb) originating in the C&S Chamblee primary service area are as follows:

"IPC" [illegible] for
Balances Of [illegible] Primary
Service Areas of C&S Banks

	C&S Emory	C&S Tucker	C&S Park National	C&S South DeKalb
"IPC" Deposit Accounts	12.0%	49.5%	17.8%	.7%
"IPC" Dollar Balances	10.6%	33.0%	18.4%	.2%
Total Samples of Each Bank				
"IPC" Deposit Accounts	4,543	3,589	1,509	1,150
"IPC Dollar Balances ($000)	$7,736.6	$8,887.9	$2,682.9	$1,282.8

C&S Tucker Primary Service Area

As stated earlier, the C&S Tucker primary service areas overlaps with that of C&S Chamblee, and slightly with that of C&S Emory. There is also a slight overlap with the C&S Park National primary service area to the southwest.

Major employment centers in the C & S Tucker primary service area include the 2,100-acre Tucker - Stone Mountain Industrial District and the 500-acre Montreal Industrial District. Other major employment centers, including the 80-acre Northlake Office Park and Regional Shopping Center, have sprung up along Interstate - 285, which bisects the primary service area.

The percentage share of "IPC" deposit accounts and dollar balances of the Applicant Bank (C & S Emory) and Other Banks (C & S Chamblee, C & S Park National, and C & S South DeKalb) originating in the C & S Tucker primary service area are as follows:

"IPC" Deposit Accounts and Dollar Balances Originating in the Primary Service Area of C&S Tucker

	C&S Emory	C&S Chamblee	C&S Park National	C&S South DeKalb
"IPC" Deposit Accounts	16.7%	46.3%	18.2%	1.7%
"IPC" Dollar Balances	13.2%	43.5%	10.9%	.8
Total Samples of Each Bank				
"IPC" Deposit Accounts	4,543	3,061	1,509	1,150
"IPC" Dollar Balances ($000)	$7,736.6	$4,245.8	$2,682.9	$1,232.8

C&S Park National Primary Service Area

As stated earlier, the primary service area of C&S Park National overlaps with that of C&S Emory, and slightly with those of C&S Chamblee and C&S Tucker.

Major employment centers in the C&S Park National primary service area include the following office parks: 122-acre Executive Park, 65-acre Corporate Square, 20-acre Freeway Park, 20-acre Landmark Park and 115-acre Century Center (now under construction).

The percentage share of "IPC" deposit accounts and dollar balances of the Applicant Bank (C&S Emory) and Other Banks (C&S Chamblee, C&S Tucker, and C&S South DeKalb) originating in the C&S Park National Bank primary service area are as follows:

"IPC" Deposit Accounts and Dollar Balances Originating in the Primary Service Area of C&S Park National

	C&S Emory	C&S Chamblee	C&S Tucker	C&S Park National
"IPC" Deposit Account	37.3%	24.6%	11.5%	1.1%
"IPC" Dollar Balances	44.1%	28.2%	9.7%	.5%
Total Samples of Each Bank				
"IPC" Deposit Accounts	4,543	3,061	3,589	1,150
"IPC" Dollar Balances	$7,736.6	$4,245.8	$8,887.9	$1,282.8

C&S South DeKalb Primary Service Area

The primary service area of C&S South DeKalb does not overlap with those of other participating banks.

The major employment centers in the C&S South DeKalb primary service area includes the South DeKalb Regional Shopping Center (Candler Road and Interstate 20) and other predominantly retail shopping developments along Candler and Glenwood roads.

The percentage share of "IPC" deposit accounts and dollar balances of the Applicant Bank (C&S Emory) and Other Banks, C&S Chamblee, C&S Tucker, and C&S Park National) originating in the C&S South DeKalb primary service area are as follows:

"IPC" Deposit Accounts and Dollar Balances Originating in the Primary Service Area of C&S South DeKalb

	C&S Emory	C&S Chamblee	C&S Tucker	C&S Park National
"IPC" Deposit Accounts	2.9%	.7%	1.3%	1.9%
"IPC" Dollar Balances	1.5%	.1%	.8%	1.0%
Total Samples of Each Bank				
"IPC" Deposit Accounts	4,543	3,061	3,589	1,150
"IPC" Dollar Balances	$7,736.6	$4,245.8	$8,887.9	$1,282.8

EXHIBIT V

EFFECT OF PROPOSED TRANSACTION ON COMPETITION

The following schedule indicates the number and dollar amount of loans originated during calendar year 1969 by the Other Banks--C & S Park National, C & S Tucker, C & S Chamblee, and C & S South DeKalb. The Applicant Bank (C & S Emory) did not originate any loan participations during calendar year, 1969.

For the Other Banks these placements were made because they were unable to meet the total credit needs of their borrowers due to their legal lending limits.

Participations Sold By:

	Number of Loans	Amount of Loans	Amount Sold	Amount Retained
C & S Chamblee 1969	11	$1,033,678	$995,690	$637,938
C & S South DeKalb 1969	None			
C & S Tucker 1969	8	$320,000	$240,000	$30,000
C & S Park National 1969	3	$132,430	$62,430	$70,000

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EXHIBIT C

EFFECT OF PROPOSED TRANSACTION ON COMPETITION

The following schedule shows the interest rates and service charges on loans and deposits of the Applicant Bank (C & S Emory) and Other Banks (C & S Chamblee, C & S Tucker, C & S Park National and C & S South DeKalb). A similar schedule of rates and charges would be used by the Resulting Bank.

Schedules of rates and charges of competing banks are not of public information, but are assumed to be quite similar in view of highly competitive conditions prevailing in the relevant market.

Time Deposits

A.	Regular Savings	3½%
B.	TDOA - 5%er	5%
C.	Certificates of Deposit (not being issued)	4½%
D.	Certificates of Deposit (Redeemable every 90 days Guaranteed 10 years)	5%
E.	Certificates of Deposit (Redeemable every year, Guaranteed 10 years)	5½%
F.	Certificates of Deposit (Redeemable every 2 years, Guaranteed 10 years)	5 3/4%
G.	Certificates of Deposit (Rate depends on maturity and market)	5% to 7½%

Demand Deposits

A. Special Checking - .50 per month & .10 per check
B. Regular Checking - Under $250.00 minimum or $1,000 average, .75 per month and .10 per check
C. Commercial Checking - 1.00 per month and .25 per deposit & .02 per item deposited plus .15 per cash deposit & .10 per $100 cash deposited & .05 per check paid, less 7% per annum on average daily collected balance.

Installment Loans

A.	Personal (secured and unsecured)	6% add-on
B.	Commercial (secured and unsecured)	6% add-on

Commercial Loans

	Less than $10,000	$10,000 to 50,000	$50,000 and Over
A. Collateral Loans - (a)			
1. Government & Municipals	8½	8½	8½
2. Listed Securities and other marketable bonds	8½	8½	8½
3. Cash Surrender Value	8½	8½	8½
4. Unlisted readily marketable Securities	9	9	8 3/4
5. Unlisted - not readily marketable securities	9	9	9

	Less than $10,000	$10,000 to $25,000	$25,000 to 50,000	$50,000 and Over
B. Unsecured				
1. Commercial - (c)	9	9	8 3/4	8½
2. Individual - (c)	9	9	8 3/4	8½

C. Banks - Member and Non-member

1. U. S. Gov't - Atlanta Federal Rediscount Rate - 6% *
2. Municipal Bonds - 6% - or New York rate if available to bank. *

D. Special Loans

1. Secured by accounts receivable - 14% minimum
2. Security Dealers - New York rate - 8% on New York Stock Exchange collateral, including "A" and better corporate bonds and "AAA" and better Municipals. Other collateral - 8½% (a)
3. On own savings account - 7%. On own savings certificates - 2% above certificate rate.
4. Loans to S&L Associations on Government Bonds - 8%. Unsecured - 8½%.
5. Savings and Loan shares - 8½%.
6. Mortgage notes in process of sale - 8½% (b).

FOOTNOTES:

(a) Preponderance of collateral by value governs.
(b) Rate not to be less than mortgage commitment rate.
(c) Prime names - 8%.
(d) Notes less than $2,000 - 8% also require life insurance.
(e) Executives of major corporate customers - 8%.

$10.00 Service Charge plus 1% interest on all notes of $5,000 and under.

NOTE: Above 8% must be a Corporation borrowing $2,500 or more - or any loan $100,000 or more.

* Loans for a maximum period of 2 weeks related to reserve requirements. Loans in excess of 2 weeks 8%.

EXHIBIT H

TRUST ACTIVITIES

None of the Participating Banks (C & S Emory, C & S Chamblee, C & S Tucker, C & S Park National, C & S South DeKalb) have trust departments.

All trust business which these banks originate in their service areas is referred to The Citizens and Southern National Bank for handling and servicing.

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EXHIBIT I

STOCK OWNERSHIP

The C & S Holding Company owns 95.14 percent of the stock of The C & S Emory Bank. The C & S Emory Bank has no officers or directors owning as much as five percent of the stock of this or any other bank.

The C & S Holding Company owns 5.0 percent of The C & S Bank of South DeKalb. Warren L. Berry, President of C & S South DeKalb, owns 5.2 percent of the stock of this bank.

The C & S Holding Company owns 5.0 percent of The C & S Bank of Chamblee.

The C & S Holding Company owns 5.0 percent of The C & S Bank of Tucker.

The C & S Holding Company owns 5.0 percent of The C & S Park National Bank. Also the HLS Company, Trust Account 4415D, P. O. Box 896, Atlanta, Georgia owns 5.0 percent.

EXHIBIT J

The Citizens and Southern Holding Company, which currently owns 95.14 percent of the outstanding stock of the C & S Emory Bank (Applicant Bank) currently owns the following percentage of outstanding stock in seven other affiliate banks located in the State of Georgia:

The Citizens and Southern Bank of Albany	76.72%
The Citizens and Southern DeKalb Bank	91.19%
Citizens and Southern Dublin Bank	75.87%
The Citizens and Southern Bank of East Point	90.25%
The Citizens and Southern Bank of LaGrange	55.93%
The Citizens and Southern Newnan Bank	70.05%
Citizens and Southern Bank of Thomaston	91.01%

All ownership interests expressed above are as of July 31, 1970.

EXHIBIT K

The proposed transactions can not and will not adversely affect competition in the areas to be served by the Resulting Bank. In fact, there will be no effect on competition. The participating banks do not now compete with one another,—rather, each one offers the same C&S banking services within the same C&S system and under the same C&S banking policies to customers who have chosen banking C&S-style. For like reasons, there is no potential for competition among the participating banks. These banks together now serve a single market—customers who have chosen C&S banking. After consummation of the transaction, the banks will continue to offer the same services to these same customers. If one of the participating banks were unable to offer C&S services it would not thereby become a competitor of the others, since the potential customers of the C&S correspondent associates are only those customers who have chosen C&S banking.

Given the history of the organization, growth, and operation of the correspondent associates, it is clear there is no potential for competition among the participating banks. C&S Holding provides to the correspondent associates (as is more fully discussed in the "Introduction" and "General Information" section hereinabove) the personnel, systems, direction and support which together comprise C&S banking. Further, C&S Holding maintains direct ownership interest through its holding of five per cent of the stock of the correspondent associates. More important is the active and pervasive influence of C&S philosophies of service and operation upon the management of the correspondent associates. Because of this,

as has been noted throughout this Application, the correspondent associates are—so far as stockholders and residents of, and competitors in, the communities served by them are concerned—de facto C&S branches which are now intended to be made de jure branches.

Approval of this Application, therefore, would not affect the competitive situation in the Atlanta area. It would merely complete a process begun years ago in the only way possible—extension of C&S services to the metropolitan Atlanta area. It would leave intact precisely the same banking structure which now exists in Fulton and DeKalb Counties, for in no realistic respect will C&S have by virtue of this transaction any more or any fewer outlets in the areas involved than it had previously. In short, approval of this Application will make possible a long-anticipated change in the form of C&S banking in suburban Fulton and DeKalb Counties with no accompanying change in the substance of the competitive situation there.

DX-268

Supplement to Applications of

The Citizens and Southern National Bank ("C & S National")

Citizens and Southern Holding Company ("C & S Holding")

Citizens and Southern Bank of East Point ("C & S East Point")

Citizens and Southern Emory Bank ("C & S Emory")

to acquire

Citizens and Southern Bank of North Fulton ("C & S North Fulton")

Citizens and Southern Bank of Sandy Springs ("C & S Sandy Springs")

Citizens and Southern Bank of Chamblee ("C & S Chamblee")

Citizens and Southern Bank of Tucker ("C & S Tucker")

Citizens and Southern Park National Bank ("C & S Park National")

Citizens and Southern South DeKalb Bank ("C & S South DeKalb")

The Applicant Banks represent that the information contained in this Supplement is true and complete to the best of their knowledge and belief.

Executed this 28th day of May, 1971.

THE CITIZENS AND SOUTHERN BANK OF EAST POINT

ATTEST:

By _____
President

Asst. Vice President and Cashier

THE CITIZENS AND SOUTHERN EMORY BANK

ATTEST:

By _____
President

Asst V. Pres.

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INTRODUCTION AND OPENING STATEMENT

This Supplement to the captioned Applications is filed precisely in rebuttal of the present adverse report of the Department of Justice ("DJ") dated March 12, 1971 and in response to the much appreciated invitation of the Chairman of the FDIC to do so.

1. Purpose of the Supplement.

In the positive sense the Supplement is designed to supply additional facts and reasons to support the Applicants' view that:

(a) Ours are totally unique circumstances, resulting from political events, unlikely to recur and establish precedent, and not at all the sort of circumstances contemplated by the Bank Merger Act, and

(b) No anti-competitive results will or would occur as a consequence of the proposed mergers, since there has never been any competition between the parties, there is none now, and there will never by any, under reasonably foreseeable circumstances.

2. Matters the Supplement does not Cover.

The Supplement does not, except incidentally, address itself to:

(a) Factors other than the anti-competitive ones raised by DJ...that is, the other compelling factors that the FDIC, as the responsible banking agency will consider under the Bank Merger Act, to-wit: The financial and managerial resources and future prospects of the existing and proposed institutions and the convenience and needs of the community to be served both in the event the mergers should be approved and in the event they are not - especially in light of the significant additions of branches in the area by major competitors under the new state banking law.

(b) Identification of the relevant market in the geographical sense...although we believe the Atlanta SMSA is the smallest market that makes any economic sense and the combination of Fulton and DeKalb Counties is the smallest market that makes any banking sense because all major banks may now branch freely in those two counties.

(c) The total absence of substantiality to the adverse consequences the DJ attributes to the proposed mergers.

(d) Any inequities that would result from adverse action on these Applications in relation to approved mergers of major competitors of Applicants in the same area.

3. The Critical History.

We urge the Corporation never to lose sight of the historic facts that created the circumstances and atmosphere in which these Applications are made. Those facts are fully presented and summarized at the outset of the original Application. The nubbin of it all is simply that:

(a) For at least two decades the market for major banks in Atlanta has been in the process of expanding into the five county SMSA far beyond the city limits. That growth has been remarkable in the last ten years. Demands for commensurate full service banking have likewise been remarkable.

(b) Until 1971, banks could not branch beyond municipal and village limits.

(c) To provide full banking services demanded by citizens of greater Atlanta, the major Atlanta banks - led by C & S - opened de novo* de facto branch in the corporate form disclosed by these Applications. Simply by doing so and by providing good service, their shares of the market in those areas, especially in DeKalb County, increased dramatically and proportionately to the de novo efforts expended.

(d) Now that state branching laws permit it, the parties wish to make de jure that which has been de facto...no more.

4. Unimportance of Proprietary Control and of the Stone Mountain Episode.

In considering the Applications and this Supplement, we urge the Corporation to weigh considerately our strong view that the DJ has approached the issues from the wrong side when

*Nor is C & S Tucker an exception since Bank of Tucker was an insignificant factor in the market place when C & S entered the picture in 1965, since there was no competition with C & S at that time, and since Bank of Tucker was clearly headed for dismal days in the future absent the services, management and influence of C & S. See particularly Supplement §§B3, C and D3.

it gives such weight (a) to the fact - fully admitted - that C & S Holding has legal proprietary control over only 5% of the voting stock of the six small banks, and (b) to the conclusion that consequently any of them could as a matter of right disclaim C & S and operate fully apart from C & S, and (c) to the Stone Mountain episode as being proof thereof.

As this Supplement shows (§I), the Stone Mountain circumstances are clearly distinguishable from those in the present Application since that bank was not started by C & S de novo, since neither its stockholders nor its directors ever fully accepted C & S management, since a large and controlling block of stock was held by the McCurdy family.

To be effective, control need not be majority legal proprietary control. The 1970 Amendments to the Bank Holding Company Act reflect this concept in §§2(a)(2)(C) and 2(d). General corporate law recognizes the concept, especially where the remaining stock is widely held. The Federal Reserve Board

found control to exist in a Clayton §7 case simply by virtue of evidence of effective exercise thereof (the case here) even after Transamerica had divested itself of all of its holdings in several banks (from substantially all in 1937, to 58% in that year, to 22.88% in 1948, to 7.6% in 1951, and to no interest in 1952, and no director connections after 1953, Transamerica Corp. v. Board of Governors, 206 F. 2d 163, 166, 167. Cert. denied 346 U.S. 901.

This Supplement is compiled expressly to demonstrate that effective working control was in fact exercised over all six of these banks and to demonstrate in detail just how it was exercised and most importantly to demonstrate that it was the will and expectation of stockholders, directors, officers and staff alike that such control would be exercised and that de jure mergers would occur just as soon as banking laws permitted (now), and that the many deposit and loan customers of these banks likewise have assumed and expected these consequ

5. The Importance of the Facts of Non-Competition And of Intent, Conduct and Expectation Thereof.

In considering this Application, we urge the Corporation to consider the governing facts developed here - not a

concept of legal proprietary control over 51% or more of the stock - but the fact that there has never been any competition between these banks, there is none now, and there is no reasonable possibility (much less probability) that there will ever be any. The unique history noted above is one reason why this is so. More importantly, the express intent of the stockhold... (and directors, officers and staff) to be a de facto, and now ... de jure, part of C & S is the compelling reason. Most importa... the expressed vote in the fall of 1970 (.4% contra) to merge - and the overwhelming expression of stockholder identification by survey this month (May 1971) - unequivocally demonstrate no possibility of competition in the future. There is no need to search a murky crystal ball of possibilities and conjecture when history shows no past or present competition and formal express assertion of all shareholders shows no possibility of future competition.

It is persuasive to us that all three of Clayton Act §§2(a), 3 and particularly 7, apply the causative standard... "may be substantially to lessen competition...." and in construi... that standard the courts have applied standards of probability or at the very best a reasonable or forceable possibility, and not of bare legal possibility.

In American Oil Company v. F.T.C., 7 Cir., 325 F. 2d 101, 104, c.d. 377 U.S. 954, 84 S.Ct. 1631, the court said:

"The adverse effect upon competition requisite to establish the Section 2(a) violation * * * is that the price discrimination creates a reasonable probability of substantial injury to competition * * *"

In Standard Fashion Co. v. Magrane-Houston Co., 258 U.S. 346, 42 S.Ct. 360, 66 L. Ed. 653, the court stated, with reference to Section 3 of the Clayton Act:

"Section 3 condemns sales or agreements where the effort of such sale or contract of sale 'may' be to substantially lessen competition or tend to create monopoly. It thus deals with consequences to follow the making of the restrictive covenant limiting the right of the purchaser to deal in the goods of the seller only. But we do not think that the purpose in using the word 'may' was to prohibit the mere possibility of the consequences described. It was intended to prevent such agreements as would under the circumstances disclosed probably lessen competition, or create an actual tendency to monopoly.

That it was not intended to reach every remote lessening of competition is shown in the requirement that such lessening must be substantial."

"The language of Section 7 of the Clayton Act as amended whereby the ban on stock acquisitions was limited to those the effect of which 'may be' substantially to lessen competition should be interpreted as restricted to acquisitions which by a reasonable probability will be effective substantially to lessen competition." Hamilton Watch Co. v. Benrus Watch Co., 114 F. Supp. 307, at 315 (D. Conn. 1953).

"We hold that only an acquisition which in the long run may reasonably be expected to substantially lessen competition within a relevant market, will violate §7 as amended." American Crystal Sugar Co. v. Cuban-American S. Co., 259 F. 2d 524, at 527 (C.A. 2, 1958).

Since the Bank Merger Act applies these same §7 standards, the DJ and the Corporation should be controlled as

a matter of law by what is reasonably probable of happening and not, as the DJ argues, what is merely possible. As one may learn at the corner store - anything is possible.

We suggest that the clear and rational view taken by the Federal Reserve Board of Trust Company of Georgia's Application to merge with its 5% associate Peachtree Bank & Trust Company is a fair and lucid statement of the position we take here. (Appendix W).

6. The Pattern of this Supplement.

As might be discernable, legal counsel have advocated the Applicants' posture in this Opening Statement. What follows in the bulk of the Supplement and Appendix is the response of the true parties at interest and through their own words - stockholders, directors, officers, staff and customers of all the C & S parties.

The arrangement of the material is set forth in the Table of Contents. The supporting documents and tables are in the Appendix. If further information or supplementation is desired, it only needs being requested.

Respectfully submitted,

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B. ORGANIZATIONAL HISTORY OF THE SIX ASSOCIATE BANKS

The narrative of events in this section shows the activities of C&S National and of C&S Holding providing initial impetus and support of the organization of each of these six banks, except Tucker, in which case its "salvation" was brought about by C&S National and Holding. Practically all of the organizing expense for each of the five de novo banks, as well as the salaries for the President appointees during the organizational periods, were paid by the C&S. C&S Holding purchased and warehoused property for the benefit of these banks, and provided significant staff and technical services during the planning and organizing stage. The original history of the six follows:

THE CITIZENS AND SOUTHERN
BANK OF SANDY SPRINGS

The Citizens National Bank of Sandy Springs was formed after two other groups had failed to obtain permission for charters from the Superintendent of Banks of Georgia. The principals of C&S National, recognizing the spectacular business and residential growth of the Sandy Springs area, moved to establish a national banking association there to offer the full range of C&S services. A list of potential directors comprised of leading citizens of Sandy Springs was compiled and approved by Mills B. Lane, Jr., the President of C&S National.

Appropriate surveys were made and economic data assembled for an application to submit for a charter. Stock subscriptions were obtained and the charter was granted. The sponsorship and guidance of C&S National and of Mills B. Lane, Jr., and the fact that Thomas E. Cook, a Vice President of C&S National, would head the bank, were undoubtedly instrumental in the Comptroller of the Currency's favorable consideration of the application.

The site of the original bank was adjacent to property owned by one of the early directors who subsequently agreed to build a large office building and lease space to the bank.

In September, 1964, Louis J. Fortuna, an officer of C&S National, was asked to take over the management of the bank—due to very serious credit problems that had developed. Mr. Fortuna's legal and credit background and initiation of collections procedures for the C&S System was particularly appropriate to salvage the bank's loan portfolio. A National Bank Examination in 1964 showed that the bank was loaned up to 72%, with 17% of the loan portfolio substandard. Approximately $36,000 in loans were to be charged off, and another $49,000 in cash items was being carried. The Examiner also pointed out that additional capital was needed, which was subsequently supplied by the purchase of a $100,000 capital note by C&S Holding. Mr. Fortuna's salary was paid by C&S National until he was elected President in January, 1965. During this difficult period, C&S National worked very closely with C&S Sandy Springs, providing both staff and financial support without which the bank might likely have failed.

Louis Fortuna recommended to the Board of Sandy Springs, upon receiving prior approval from Mills B. Lane, that the name of the bank be changed to the Citizens and Southern Bank of Sandy Springs. This was adopted in 1967, and upon permission from the Comptroller of the Currency and later from the Georgia Superintendent of Banks, the name was changed.

The C&S not only provided initial organizational support, management and staff, but has continued to do so since 1959.

THE CITIZENS AND SOUTHERN BANK OF CHAMBLEE

In the late '50's several businessmen from the Chamblee area had discussions with representatives from the Trust Company of Georgia regarding the establishment of a new bank in Chamblee. The Trust Company already had an affiliate bank in Brookhaven which was a short distance from Chamblee and declined participation. One of the men then called Mills B. Lane, Jr. and inquired if he were interested in helping them organize a new bank. Mr. Lane said that he was and met with the three representatives that afternoon.

C&S arranged for economic surveys and a meeting a week later to consolidate all efforts. Mr. Lane asked his assistants, Joe Hall and George McKinnon, to begin preparation of an application for a bank in Chamblee. George McKinnon was to prepare a list of outstanding businessmen in the Chamblee area who might act as directors. After Mr. Lane had approved their selection, Mr. McKinnon then met with those selected to determine their interest.

Mr. McKinnon and Frank Berry, who was one of the original proponents of the new bank and a director, aided by

some of the other proposed directors, approached businessmen and residents of Chamblee to secure subscriptions for the new stock. In their discussions, they advised that the organizers had met with Mr. Lane of C&S National and that C&S National would assist in getting the bank operating, and would provide continued support. They also stated that C&S National would make loans to those who needed financing to purchase stock. A sizeable number of shares were also sold to friends of Mr. McKinnon and to customers of C&S National. In the sale of the stock, it was felt that it would be advantageous to place the stock with as many individuals as possible in order to secure support of the stockholders as customers of the new bank.

After the stock subscriptions had been received, Hubert Harris, Manager of the Northwest Branch of C&S, took over the planning and organization of the new bank. Mr. McKinnon and Joe Hall secured a contract to purchase a tract of land on Peachtree Industrial Boulevard, adjacent to the Chamblee Plaza Shopping Center then under construction. This land was purchased and held by C&S Holding.

Mr. Harris met with Frank Berry to arrange a lease of the only vacant building available in Chamblee which was a hardware store on Peachtree Road. Immediately upon approval of the charter, an architect was engaged to begin construction on the bank's new building. C&S Holding sold the land to the new bank at cost. They soon found that the land they had purchased was not adequate for expansion. C&S Holding then purchased the remainder of a large tract available on Peachtree Industrial Boulevard and allowed the new bank to buy any portion needed for future expansion, at cost on a per square foot basis.

About a year later, it was apparent that a branch was needed on Buford Highway adequately to service that area. C&S Holding purchased land there and held it until approval could be secured, at which time it was sold at cost.

During the entire life of the bank the other members of management and staff have been selected jointly by Mr. Harris and the Personnel Department of C&S National. The C&S National has continued to screen and interview personnel as needed.

THE CITIZENS AND SOUTHERN BANK OF TUCKER

The Bank of Tucker, originally chartered in 1919, had been controlled from the start by the Cofer family, who had other substantial business interests in Tucker. The bank existed more to serve the needs of the family's building and supply business through providing financing incidental to construction than for the convenience of the general public.

Tucker in 1965 was a fairly small unincorporated village in DeKalb County consisting of a single shopping area —but the surrounding area was showing signs of real growth in both residential and shopping-service communities. As already indicated, the Bank of Tucker was a very personal operation. Its president was Mr. Reid Cofer, who ran the bank along with several other highly successful business interests. Mr. Cofer realized in 1965 that the bank could no longer be operated without experienced, professional bank management and adequately serve the needs of the Tucker community. However, Mr. Cofer (then in his sixties) was simply not interested in undertaking these responsibilities. The demand for experienced bank management was made even more apparent when

it was learned in 1965 that a new bank would soon be opening in Tucker. (The organizers of the new bank based their application for charter upon a contention that the Bank of Tucker was not aggressive enough in expanding its services to meet the needs of the growing community, but had "limited" them primarily to the Cofer family enterprises.)

Throughout its history, the Bank of Tucker had dealt almost exclusively with local customers both in its commercial and personal accounts. The commercial accounts consisted of smaller businesses located in or near Tucker. Most of the bank's loans were for construction of buildings in the Tucker area. Neither C&S National nor either of its affiliates in DeKalb County drew any measurable business from the Tucker area. There was, in short, no competition between C&S and the Bank of Tucker. On the contrary, to the extent there was contact, it took the form of cooperation with C&S providing advice and assistance in various forms.

Finally, Mr. Cofer and Mr. Mills Lane were personal friends. Thus, when Mr. Cofer decided to withdraw from the banking business he talked to Mr. Lane and requested the help of C&S National in reorganizing and thereafter managing the

Bank of Tucker. Mr. Lane responded that C&S would do so, and could arrange for redistribution of whatever stock the Cofer family did not want to keep—"anything from 5% to 100%." The members of the Cofer family chose to and did sell 80% of the stock in 1965. C&S Holding bought the allowable 5% interest of the outstanding stock of the bank, and the balance of the stock that was made available was placed among officers and staff of C&S National and Affiliates, friends in the community, the C&S Profit Sharing Fund, and the additional new members of the Board of Directors that were selected by C&S National. An officer of C&S National was thereafter designated as president of the bank.

Through the repeated requests by management of this bank to Mr. Lane, the Bank of Tucker was allowed to change its name to The C&S Bank of Tucker, the first correspondent associate to do so. It was felt that since C&S National controlled and stood behind the bank as it did, the change would be beneficial to all concerned.

Additional property was bought behind the old banking location for construction of a new building, which was

finished in 1966. Subsequently a new branch was applied for on LaVista Road with the help of the Marketing Research Department and the Branch Supervisory staff of C&S National. The property for the branch was acquired by C&S Holding and leased to C&S Tucker until the bank was sufficiently capitalized to purchase the property. James Harden, a branch manager with C&S National, was appointed manager of this office.

A 20 year convertible $400,000 debenture was purchased by C&S National in December, 1968, to assist with capital requirements to meet the bank's growth needs. C&S National not only supplied the initial management and staff after the "re-birth" of the bank, but has continued to provide manpower since 1965.

THE CITIZENS AND SOUTHERN PARK NATIONAL BANK

In 1966 C&S National saw a need for a banking facility in the Executive Park area (an expanding community of several office parks) to offer a full range of services for the citizens and companies rapidly moving into the Park and general vicinity. Since it was expected that the bank would be oriented toward a commercial clientele comprised of national companies, Robert Hazelrig, who had experience working with national accounts and in the C&S National Bank's New York Service Office, was designated to head this bank.

The Marketing Research Department of C&S National obtained the various economic data required for application for a charter. A site was selected by Howard Starks, then Executive Vice President in charge of C&S Branches, and a lease was negotiated with Blaine Kelley, who was planning a commercial park in the area.

Robert Hazelrig, Howard Starks, and Mills B. Lane, Jr. then drew up a proposed list of directors for the bank. Each of the directors was allowed to subscribe to 500 shares of stock in the new bank, and additional smaller amounts were made available for members of their families. The directors

and officers of C&S National were asked to solicit subscriptions for the new bank, and it was decided that stock would be offered to members of C&S Banks, relatives, or friends. C&S National was to be allowed an interest of 10% (5% to be held by the C&S Holding Company and 5% by the C&S Employees Profit Sharing Fund), and Robert Hazelrig was to be allowed a 10% interest.

Howard Starks and his staff from C&S made most of the arrangements for leasing the building, decorating it, the lay-out of the bank, and other details involved in setting up the physical facilities. C&S provided the other members of management and staff and has continued to provide personnel support during the entire existence of the bank.

THE CITIZENS AND SOUTHERN
BANK OF SOUTH DEKALB

The location of this bank is in what is known as the Candler-Glenwood area of unincorporated DeKalb County. In this same area was the Glenwood National Bank, a fairly strong independent up until the late 1960's. The closest C&S banks were at Belvedere, roughly 2-1/2 or 3 miles further east of this location, with no other C&S banking facilities either to the south or the west. In 1966 C&S National became interested in opening a branch of C&S Belvedere in that location. At the time, Belvedere had only been open for about a year; however, it was felt that a branch of that bank eventually could be obtained. Therefore a site was selected for such an office.

The site acquisition was largely put together in 1967, with all of the property purchased by C&S Holding. This area of Candler Road is a highly commercialized area, containing many retail locations as well as various professional offices, such as lawyers, doctors, dentists, real estate firms, etc. The original survey, done by C&S National's Marketing Research Department, projected a strong market and

howed that everyone in that area wanting to bank with C&S
ad a fairly long drive to reach the nearest C&S office.

During early 1969, when it was apparent that there
as to be no early change in the Georgia branch banking law,
he decision was made to try to organize a new bank at that
ocation. This was the only viable course at this time, since
&S National could not branch into that site and Belvedere
as then not strong enough to support a branch of its own.
&S National selected Warren Berry, Manager of the South Ex-
ressway Branch of C&S National, to run the bank. This bank
as to become the focal point of C&S activities for the South
eKalb area. Three people in the bank were helpful in
electing the organizers. Don Ingram, then President of C&S
ory, suggested four of the eventual organizers, citizens
hat he had known through his long association in DeKalb
ounty. Bill Jones, President of the C&S Belvedere Bank,
lso suggested several candidates for director, as did Dave
inner, the President of C&S DeKalb Bank. In addition to
ese names, a sizeable list of primarily corporate customers
f C&S National was compiled from other sources inside C&S.

C&S National particularly wanted to get a representative from Pope and Carter, real estate developers, who were building a large housing project in the immediate area. They went to Ewell Pope, who suggested the name of Bill Ranck, the project director for "Fairington," who was subsequently made part of the organizing group. The final selection of the organizers was made by Dan Handley, now Executive Vice President for C&S branches, Warren Berry and Bill Mathis, Branch Supervisor. This list of names was reviewed with Mills Lane before those on the list were asked to serve. Once a group of ten people were selected, Warren Berry individually approached each of them with the proposal. In each case C&S National met with enthusiastic response; in fact, later several of the C&S South DeKalb organizers advised that another attempt to organize a bank in that area was unsuccessful and they were delighted to join C&S.

At the first organization meeting the C&S National representatives explained explicitly and carefully the manner in which stock subscriptions were to be obtained and allocated. It was C&S National's intent from the very beginning to have 50% of the stock placed by the local organizing directors

and 50% placed by C&S National officers and staff; the organizers agreed. At this first meeting, the necessity of organizing a bank rather than a branch at that location was discussed in detail. C&S National indicated to the group that hopefully in the future C&S South DeKalb could merge into a total DeKalb County system of C&S National.

In allocating the stock, C&S National emphasized to the organizers that the President of the Bank should have at least 5%, and obviously C&S Holding would subscribe 5%. Each organizer was offered 2-1/2% or exactly half the amount held by the President and C&S Holding.

They unanimously took the maximum stock available and did a tremendous job in selling the stock in the community. Stock subscriptions were obtained shortly, and much more stock could have sold than was available.

The bank was approved in 1969 and opened up in a temporary facility. This facility has been bought by the C&S Holding Company and leased to them when they opened.

Opening promotions were handled by the C&S Marketing Department as if this were a branch bank, and many C&S staff members were recruited to help with the opening.

Warren Berry is still President of C&S South DeKalb, but in anticipation of the merger, has been transferred to head the C&S Bank of Milledgeville (another "five percent" associate of C&S National and Holding). Edward Johnson, formerly a banking officer and branch manager with C&S National, is managing South DeKalb while approval of the merger application is pending.

THE CITIZENS AND SOUTHERN
BANK OF NORTH FULTON

Impetus for the establishment of C&S North Fulton came from C&S National's Executive Vice President in charge of Atlanta Branches and Lou Fortuna, President of C&S Sandy Springs in 1966. They recognized that this northern portion of Fulton County had begun to grow rapidly, and felt that a full-service C&S banking operation could help to accelerate the growth of that area and service customers of the C&S National that had moved there—outside the area into which C&S National could branch.

Mr. Fortuna, the Branch Supervisory staff, and the Marketing Research Department of C&S National gathered the economic data to submit with an application for a charter for a bank to be located in Roswell. Property was purchased in March, 1967, by C&S Holding for the bank site, and was sold to North Fulton in June, 1970. A slate of candidates for directors was compiled, approved by Mills B. Lane, Jr., President of C&S National, and the individuals were approached by Hugh Lane, an officer of C&S Sandy Springs who was selected by C&S National to organize and head the bank.

C&S Holding subscribed to its maximum 5% interest of the stock in the bank and the balance was made available to directors, officers and staff of the C&S National's banks, and individuals in the Roswell area friendly toward C&S National.

Prior to his assuming the organizational responsibilities for North Fulton, Hugh Lane had been employed since 1960 in the C&S System, and had most recently been the Assistant Manager of C&S Sandy Springs. The Cashier also had substantial experience with C&S National. C&S National helped to assemble the rest of the staff, and has continued to provide personnel since the office opened in 1967.

STOCKHOLDINGS AND STOCKHOLDER ATTITUDE TOWARD C&S NATIONAL, HOLDING, C&S EAST POINT AND EMORY AND THE PROPOSED MERGERS*

The stockholders of the six correspondent associate anks were first asked to vote on the proposed mergers with &S East Point and C&S Emory in the latter part of 1970. At hat time, stockholders owning 236,290 of the 276,000 shares utstanding (85.6%) favored the mergers. Individuals owning nly 1,496 shares voted against the proposal (.5%); the emaining shares were not voted. The holders of at least 81% f the shares of each bank voted affirmatively. The share-olders of the C&S Bank of Tucker responded with the largest ote for the merger, 87% showing approval.

In May, 1971, the stockholders of each of the banks ere again asked by way of petition to indicate their feelings oward their bank's relationship with C&S. The petition stated hat the stockholders purchased shares in the various banks pon the expectation and trust that:

(1) These banks would be organized and operated nder the auspices and sponsorship of C&S National;

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*This summary based on Exhibit A, which shows analysis of riginal merger vote, petition, stock ownership for each ssociate bank.

(2) C&S National would furnish management and financial services of the type and scope furnished to its subsidiary banks;

(3) Should the branch banking laws of the state permit, each bank would be merged into the C&S System;

(4) The stockholders at no time considered a separation from this sort of control by C&S National.

Stockholder response to the petition overwhelmingly indicated that they were aware of, and indeed favored, the relationship between these banks and C&S National. Stockholders owning 236,699 shares of 276,000 shares outstanding, or 85.7%, signed the petition. Only three stockholders, representing less than 200 shares, refused to sign. It's interesting to note that the two stockholders, representing 626 shares, who initially opposed the merger signed the petition. Stockholders owning less than 10 or 15 shares of stock were not contacted, due to the limited time available.

An analysis has been made of the shareholdings, by category of owner, since each bank's inception (or C&S' involvement at Tucker) to determine the actual working control

that has been continually exercised by C&S National. Stockholders were classified into the following five groupings:

Group A — Officers, directors, and employees of C&S National and affiliates

Group B — Former officers, directors, and employees of C&S and affiliates

Group C — Officers, directors, and employees of the "5% bank" and the other "5% banks"

Group D — Customers of C&S National and affiliates

Group E — Customers of the "5% banks" and the other "5% banks," and miscellaneous.

The chart below depicts the percentage of shares owned by these groups at the time the banks were formed, compared to their percentage ownership now:

	Initially	Now
Group A	25.8%	24.9%
Group B	.8%	4.1%
Group C	20.1%	18.8%
Group D	31.1%	29.6%
Group E	22.2%	22.6%

It can be noted from the above figures that groups A, B, and D, which are or were directly associated with the

C&S National Bank, owned 57.7% of the outstanding stock initially, and have increased their composite ownership to 58.6%. Taken individually, groups A, B, and D, have increased their percentage ownership of C&S Chamblee, C&S North Fulton, C&S Sandy Springs, and C&S South DeKalb. These groups now own fewer shares of stock in C&S Tucker and C&S Park National, but they still retain over 52% of Tucker and 75% of Park National.

Individuals and groups who own the largest blocks of stock in each of these banks, and who are not directly or indirectly tied to C&S National, approved the merger and signed the petition. The Cofer Family, original owners of the Bank of Tucker, own 17% of C&S Tucker. Herbert Dickson, former Executive Vice President of C&S National, and Rountree Youmans, retired General Vice President of C&S National, each own 2% of the stock of C&S South DeKalb Bank. Henry Williams (10%-C&S Chamblee); A. J. Weinberg (6.46%-C&S Sandy Springs); and Ed F. Elson (7%-C&S Park National), who are the largest "outside" stockholders for their respective banks, either have been, or are now, directors of their respective banks.

T. A. Bartenfield, the largest outside stockholder at C&S North Fulton (2%), is a personal friend of the President and most desirous of the merger.

The stockholder vote on the original merger proposal, the subsequent petition, the analysis of the stockholder portfolio, and the desires of the largest "outside" stockholders show conclusively that the stockholders consider a merger with C&S East Point and C&S Emory to be in their best interest and that their purchase of stock was based largely on the relationship of these banks to the C&S National.

D. DIRECTORS OF THE SIX ASSOCIATE BANKS AND DIRECTOR ATTITUDES TOWARD C&S MANAGEMENT AND CONTROL AND THE PROPOSED MERGERS

1. History. Information showing the original directors of each associate bank (except Tucker), their business interests, connection with C&S, and their initial stock purchase is set forth in Exhibit B. All changes in directors which have taken place since organization of the bank (the reorganization of Tucker) is shown in Exhibit L.

2. Branch Supervision Department and Directors of the Associate Banks. A representative of Branch Supervision acts as a director or advisory member of each associate's board. Almost without exception, the suggestions and advice of this representative are accepted, and the boards have adopted for their banks the programs and procedures of C&S National.*

3. Survey. Directors of the associate banks were requested to put in writing their thoughts concerning the relationship between their bank and C&S National, particularly describing how this relationship affected their service as

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*See Appendix E — Copies of sampling of minutes of the various associate's boards.

director of the bank. Below are summaries of the comments, together with excerpts from the letters. All the letters received are included in the Appendix as Exhibit D.

1. The directors were contacted by personnel of The Citizens and Southern National Bank and asked to serve. The directors agreed to serve in large measure because of the known close relationship with The Citizens and Southern National Bank. For some, continuation of this relationship is a condition of the continuation of service as a director.

"I was specifically requested to become an original director of the Sandy Springs Bank by Mills Lane personally. I would not have invested in the bank or have any knowledge of the bank had it not been for the interest of Mr. Lane in my presence on the Board." — H. Dillon Winship, Jr. (Sandy Springs)

"If there had been any reason to believe that we could lose the support and direction of C&S National, or that they would become an active competition, I never would have become involved as a stockholder or director." — E. K. Jamison (Chamblee)

2. <u>The directors sought, appreciated and accepted guidance and advice from Citizens and Southern National Bank.</u>

"From the very beginning we have been advised, counseled, and staffed at key positions by C&S personnel. There has always been a member of our Board from the "mother" bank, and that particular director has always influenced our Board decisions greatly.

* * *

"It has never been my thought that anybody ran that bank but Mills B. Lane and Associates." — Mr. Winship (Sandy Springs)

"We have operated under C&S policy, with C&S personnel, since we opened our doors for business, and I personally believe that 99% of the public think we are a full C&S Bank now." — Frank L. Berry (Chamblee)

3. <u>The relationship with Citizens and Southern has been instrumental in the success of the bank.</u>

"The Bank made excellent progress right from the beginning. Much of this was due to the cooperation of the parent bank." — Mr. Alva C. Maxwell (Sandy Springs)

". . .[T]here is no doubt that without the supervi-
ion and cooperation of the C&S Bank that [our] growth would
ot have been anywhere near as spectacular." — William C.
hornton, Jr. (Tucker)

4. The bank would suffer adverse consequences if
he relationship with Citizens and Southern were terminated.

"There would be no benefit to the Sandy Springs
ank, its owners or its customers to break this relationship,
nd it has never occurred to me to think along those lines."
- Mr. J. Teusher (Sandy Springs)

"I might add that if the proposed merger cannot
e consummated, the future of the Park Bank will be jeopardized
s a result of the recent amendment to our branch banking
aws. [Five other banks] . . . will soon be established
ithin a radius or less than one mile of the Park Bank. . ."
- Mr. Ben Kohler, Jr. (Park National)

5. The directors from the beginning of their associa-
ion with the bank have expected that it would ultimately
ecome part of Citizens and Southern by merger or acquisition.

"It was always my idea that if and when the laws
ould allow, this unit would come under the C&S system . . ."

— Mr. Lawrence L. Gellerstedt (original director of Sandy Springs; resigned in 1969 to become a director of Citizens and Southern National Bank)

"I carefully explained to all that, under the state banking regulations, this could not be more than a 5% bank, but that, come the hoped and planned for change in the law, we someday fully expected to unite with C&S National. This was completely understood and approved of before stock was sold in each case." — Mr. W. Andres Irvin (North Fulton)

E. "BRANCH SUPERVISION" OF THE SIX ASSOCIATE BANKS BY C&S NATIONAL

The overall supervision and direction of each of these six associates is administered in almost exactly the same manner as branches of C&S National and has been so administered from the outset.

1. Establishment of Goals

Each bank President—5%er, subsidiary and branch office alike—is required to establish his goals and objectives each fall for the coming year. These goals, which cover all important aspects of his bank's operation, are reviewed by his branch supervisor in C&S National to determine whether they appear to be realistic and if not, determine what changes are appropriate. A budget is then prepared and further reviewed with his supervisor.

2. Review of Goals

Quarterly, the supervisor sits down with each President to review his bank's actual performance against his goals. Variances are accounted for, and the supervisor may either

offer help to enable him to reach his projections or readjustments may be necessary in the goals for subsequent quarters.

3. Personal and Bank Performance Appraisals

Periodically, the branch supervisor will review the overall performance of each President and will go over this with him in a personal appraisal interview. At this time, his strengths and shortcomings are cited, and programs for improvement are defined.

The Presidents recommend salary increases for their officers, and these are reviewed for approval by the branch supervisors of C&S National. Salary scales for employees of the associate banks are set to be consistent with those of C&S National. In case of the associate bank President's salary, the advisory board member from C&S National recommends an appropriate increase for the President based on performance to the salary committee of its board of directors. In the cases in which a salary committee does not function, the increase is handled directly by the branch supervisor with the Board of Directors.

At the end of each year, both the C&S National Executive Vice President in charge of branches and the appropriate supervisor rates the performance of each President to determine the level of discretionary cash profit sharing to be awarded. In turn, the President's rating of each of his officers for this is reviewed by the branch supervisor.

Audits made of the associate banks by the FDIC, State Banking Department, and C&S Auditing Department are reviewed by Branch Supervision and then discussed with the examining committee of each board of directors. The President prepares answers to the audits and submits them to the branch supervisor prior to the meeting, which insures that appropriate follow-up is done.

Customer service audits are performed by the Branch Supervision staff and reviewed with the Presidents in order to maintain a comparable quality of service in each C&S offic

4. Directors' Meetings

A branch supervisor serves as an advisory board member on each of the boards of these associate banks. He attends all meetings and serves as a liaison between that

bank and the C&S National. He makes recommendations regarding amount of directors' fees, dividends, policy changes, salaries, operational changes, and community activities, and, in general, speaks for C&S National.

5. Geographic Coordination

The branch supervisory staff works with each of the associate banks in the Atlanta area to assure that business development activities are not duplicated by C&S banks in contiguous areas, nor are areas left unsolicited and unserved. Each bank conducts a new business program within a specific area and sends copies of his call reports to Branch Supervision of C&S National. Representatives from Branch Supervision will occasionally make joint calls with officers of the associate banks who need assistance. These may take the form of a new business solicitation or discussion of a particular loan or other banking relationship.

6. Credit Review

Each associate can and does call upon C&S National for credit analysis and technical advice. All loans in excess

of $25,000 are reviewed in a regularly scheduled credit meeting of C&S National, and any suggestions or criticisms of methods of handling are discussed at that time. All loans are rated by the C&S National Credit Department, and periodically, all such rated loans are discussed with the heads of the 5% associates. Problem credits are followed very closely by Branch Supervision, working directly with the bank President, the Credit Department, and other credit specialists in salvaging such loans. The Branch Supervisor may make suggestions for collecting past dues, repossession and ultimate sale of collateral, as well as approve any charge-offs.

Branch Supervision reviews and shares in the decision to commit any loans in which C&S National purchases a participation. This department also works very closely with the Presidents in the management of their banks' investment portfolios, relating the overall needs of the C&S System and the availability of funds at a given time.

7. Operations and Work Measurement

The operations specialist in Branch Supervision works very closely with each of these associate banks on

operational problems and the standardization of methods and procedures.

This department also offers assistance in work measurement and determining optimal staffing levels. Each President receives a monthly report showing his bank's work measurement index compared to the other C&S Banks in the Atlanta area.

Any requests for additional personnel must be approved by Branch Supervision.

8. Officers and Staff

The Presidents of each of the associates were originally (or in the case of Tucker at the time of its organization) designated by Branch Supervision and/or Mills Lane, as were all the assistant managers, with the concurrence of the President.* While there have been only two changes in top management in the banks since initial association with C&S (Sandy Springs and South DeKalb) there has been considerable movement at other levels—transfers from C&S to the

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*See Exhibit F — Officers of 5% banks-history

associates and back to the C&S System (with no effect on status or benefits). In no instances has an important management position been filled directly from outside the C&S Banks In only three cases have members of management left these associate banks to accept positions outside the C&S System- (Tom Cook, Sandy Springs; Ted Murphy, North Fulton; John Montgomery, Park National), two at the request of C&S Branch Supervision.

Due to the close ties and active transferral of officers and staff among the C&S Banks, the personnel of these associate banks are very responsive to all suggestions, recommendations, and guidance of the C&S. Their opportunities for personal growth and development, as well as financial rewards, are not limited just to one bank, but are as broad as the C&S System. This realization renders highly unlikely the possibility of future competition from these banks.

F. C&S SERVICES FOR THE SIX ASSOCIATE BANKS

The management style and method of operations of the six associate banks parallels exactly that of the C&S National branches--that is, they are treated alike by C&S National. The supervisory practices, operational procedures, lending philosophy, forms, signs, logo and other symbols and practices that define style and personality are almost identical with all other C&S banks in metropolitan Atlanta. A conscious attempt is continually made to provide the degree of standardization necessary for the customer to identify each of these banks as a member of the C&S family of banks.

In providing staff and management services, there is essentially no differentiation between the C&S National branches, Atlanta affiliates, and the six associate banks. In all instances, the six associate banks derive significant economic benefits from their close association with C&S National.

1. Personnel Services.

The management and staff of each of the six associate banks are covered by the same employment, salary administration

and fringe benefit programs as the staff of C&S National and affiliates.

C&S National's Personnel Department provides employment services for the six associate banks including screening, testing, orientation and training for their personnel. Experienced, trained personnel of C&S National are made available to these banks when needed to fill higher level positions. This ready access to experienced manpower provides a depth of resources that none of the banks could develop internally.

Branch Supervision of C&S provides replacement personnel in case of sickness, vacation or emergencies.

All of the staff positions in the associate banks are measured by the same job evaluation standards, and salary ranges for comparable jobs are exactly the same. Transfers of personnel among these associate banks and C&S National Bank are handled as if all were branches.

Since 1967, a total of 179 new personnel were hired by C&S National for the six associates. In addition, 39 experienced staff members were transferred to these banks from

C&S National, and 13 were transferred out of the six banks to other C&S offices.*

In addition, since January, 1967, 68 management associates of C&S National have been assigned to these six banks for on-the-job training for periods up to six months, with their salaries being borne by C&S National.**

An individual's length of service at an associate bank is retained in case of transfer, and he remains in the same profit sharing and pension program as if he were at all times with C&S National. Any transferred employee is also eligible for other benefits related to length of service, such as vacations and service pins. All the employees of these banks are eligible for the same life, hospitilization, dental, group accident, travel accident, and long term disability insurance package that is offered by C&S National.

All officers and employees of the six associate banks are invited to participate in the C&S Bank Club and its

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*See Exhibit G — List of hirings and transfers.

**See Exhibit H — List of C&S National Management Associates trained at associate banks.

sponsored activities, such as its resort on Lake Allatoona. Officers are eligible for membership in the C&S Officers Health Club. Officer and non-officer loan and charge card privileges at special low interest rates are handled in a consistent manner, with officer loans carried by other banks in the C&S System and non-officer loans handled through the Installment Loan Department of the C&S National Bank. All may participate in the C&S stock purchase plan through payroll deductions.

The rate of each associate bank's contribution to cash and deferred profit sharing is based upon the overall profitability of C&S National and its subsidiary interests. The funding for employees in the pension plan is handled in the same manner for all C&S banks. The administration of these benefits is handled centrally by the System Personnel Department of C&S National.

General communications such as interoffice memoranda, announcements, bulletins, and the C&S house organ are distributed among the staff of the associates, as in the branches.

2. Education and Training.

Opportunities to attend any of the C&S-sponsored schools, seminars, and other training programs apply equally to the staff members of all the banks. A diversity of subjects, from Consumer Lending, Teller Training, and Customer Service, to Law and Trust Services Seminars, are available. The facilities and instructors are provided in-bank at no expense to the associates. The associate bank officers and staff assist in teaching certain schools and seminars upon request. During the past 20 months, 101 staff members of the six associate banks attended one or more of 47 courses.*

3. Operations Services.

To further economize on personnel costs and to facilitate customer service, the C&S National Bank Operations Department performs almost identical services for the National Bank branches and these associate banks.** All Computer Operations, Bookkeeping functions, Proof, Transit Operations,

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*See Exhibit I — Roster of Attendance of associate bank personnel at C&S National educational programs.

**See Exhibit J — General operating bulletins and memos

General Ledger, Audits, and Telephone Customer Service have been standardized and are handled centrally at one location.

The C&S helicopters and surface transportation system provide the same interoffice mail and delivery service for these associate banks as it does for branches. The Central Money Vault of C&S National provides the same coin and currency service for the associates, and extensive use of the centralized Purchasing Department of the C&S National is made by these banks, to take advantage of the economics of large scale purchasing.

Heating and air conditioning equipment, as well as teller machines, typewriters, and adding machines, are serviced by the Maintenance Department of C&S National.

The security system is standardized among all offices, and a centralized alert system is used for suspected fraud and emergencies.

Blanket bonds covering the staff of these associate banks are obtained by the insurance section of C&S National.

The C&S National Comptroller's Department handles the associate banks' accrual operations and prepares their tax returns, and performs other accounting functions.

Each of these associate banks has access to the credit and information files of each other, as well as those of C&S National. Each of these banks uses the C&S installment loan billing service. Commercial credit reports are obtained by the associate banks through the C&S National under volume contract terms. They also have access to the attorneys retained by C&S National.

The Money Management Department of C&S National acts as investment advisor for the security portfolios of the associate banks, buys and sells securities on their behalf, and provides safekeeping. This department is also consulted in quoting rates on negotiable certificates of deposits.

C&S Holding has purchased and held property for each of the banks except Park National for actual or proposed bank sites.* The Holding Company for many years charged no interest on these purchases, nor realized any capital gain on any plots eventually sold to these associates. The sale price to these banks has recently been set at actual purchase price plus a carrying charge at prime interest rate.

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*See Exhibit K — List of properties purchased and held for associate banks, by C&S Holding.

4. Marketing.

C&S National maintains an extensive marketing staff utilized by all the Atlanta area banks. The C&S marketing program applies to the six associate banks in the same manner that it applies to branches of C&S National and its affiliate banks in the Atlanta area. The program includes market research, advertising, public relations, sales promotion, and product development. Programs are planned and executed to increase the business of all C&S Banks in the Atlanta market, without distinction. Conscious efforts are made to avoid creating distinctions in the mind of a customer.

The internal services offered consist principally of market research programs and individual consulting. Market Research has completed six extensive projects for these associate banks since 1965.

In addition, continuing consultation and the results of consumer surveys are provided to help define marketing opportunities. Specific programs for local publicity and small scale promotions are designed and executed by the marketing staff in cooperation with the bank associate president.

New services and changes in existing services apply to these banks in the same manner as to branches of C&S National

The external services of the marketing staff include promoting bank openings and preparing news releases, publicity material, financial reports, and other "custom" material.

A principal objective of marketing is to identify all the Atlanta area banks clearly with the "C&S" name through the consistent use of the C&S logo.

Advertising is purchased on a market basis to serve the needs of all C&S banks in the Atlanta market, with no distinction between banks.

Customers who have an account at any of the C&S branch, affiliate or associate banks are encouraged to use the facilities of any other bank or branch, especially for making deposits and cashing checks. It is C&S policy to serve our customers where it is most convenient. Staff members in all C&S banks are trained and encouraged to develop business for C&S, without regard to corporate distinctions.

The marketing program includes the development and introduction of special promotions and new services. Because

advertising is done under just the "C&S" name, it is critically important that all banks follow a coordinated course of action. Thus it is necessary to provide staff members with instructions and information concerning policy and necessary actions to achieve marketing objectives.*

The Atlanta telephone directory listing consciously avoids distinguishing the various banks to simplify matters for the customer. Officers and offices are merged into a single alphabetical listing.** This same approach is carried out in maps and other promotional material.

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*See Exhibit L — Memos to C&S staff

**See Exhibit M — Telephone directory listing.

C. BANKING INTER-RELATIONSHIPS

Each of these six associate banks, the two proposed acquiring banks (C&S East Point and Emory), and C&S National enjoy complementary relationships with each other.

1. Loan Participations.

C&S National has provided lending capacity to each of the associate banks since their origination by participating in loans that would exceed the legal lending limit or funds available to these banks. These associates have also purchased loan participations from the National Bank in instances when the associate banks had excess funds available.* Normally the associate would retain or receive a higher interest rate on sale or purchase of participations than would a correspondent of C&S.

2. Transfers of Accounts.

The Presidents of these six banks were able to identify 250 commercial accounts that were referred to their

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*See Exhibit N — Loan participations bought and sold by associate banks.

banks by C&S National or transferred from the National Bank.* For example, such transfers or referrals amount to over 14% of the accounts of C&S North Fulton.

3. Charge Account Service Merchant Accounts.

These banks participate in a joint relationship with C&S National in handling Charge Account Service business.** The sales staff of C&S National normally signs the merchant on the service and handles the conversion, while the associate bank carries the merchant's checking account through which sales are deposited.

4. Computer Processing.

Officers of the associates were instrumental in C&S National's acquiring 38 payroll processing, medical accounting and freight payment accounts since September 1966.***

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*See Exhibit O — Commercial accounts transferred or referred by C&S National to associate banks.

**See Exhibit P — Charge Account Service merchants carrying accounts with associate banks.

***See Exhibit Q — Computer processing accounts solicited for C&S National by associate banks.

5. Trust New Business.

Officers and staff of these six banks have received credit for acquiring 234 Trust relationships since 1968.* In fact, the President of C&S Park National was presented an award for "Outstanding Trust Development in 1969" (most pieces of business and largest dollar volume).

6. Real Estate Loans.

Significant cooperation exists between the C&S National Bank's Real Estate Finance Department and each of these associate banks on a regular basis.**

7. Accounts Exceeding FDIC Limits.

Many large depositors of these banks maintain their accounts, though in excess of the amount insured by FDIC, with the associates due to their relationship with C&S and the protection that the support of a larger bank affords.

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*See Exhibit R — Trust business solicited by C&S National by associate banks.

**See Exhibit S — Real Estate Finance Department of C&S National coordination with associate banks.

8. Banking Hours.

Banking hours of these associate banks, C&S Emory, and C&S DeKalb are scheduled to provide Customer Service at some bank or banks in a given geographic area from 9:00 until 4:00, Monday thru Thursday; 9:00 until 6:00 on Friday; and 1/2 day on Saturday. To provide extended banking hours convenient to customers in North DeKalb County, South DeKalb County, and North Fulton County, the C&S-affiliated and associated banks in each of these areas have coordinated their respective hours so that not all must be staffed on Friday and on Saturday, but customers nevertheless will have service available within a relatively small geographic area.*

9. Deposits.

Each of the associates maintains deposit accounts with the C&S and at least one Atlanta area affiliate. None of the six carry accounts with either of the other five associates.**

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*See Exhibit T — Banking hours.

**See Exhibit U — Year-end balances of deposit accounts.

H. FINANCING OF THE SIX ASSOCIATE BANKS

In order to maintain an adequate capital base on which to grow as deposits continued to increase, added capital was needed by four of these associates. C&S National has provided that capital as follows:

1. A 6% Convertible Debenture in the amount of $300,000 issued by Chamblee in December of 1968, was purchased and is held by C&S National;

2. An 8% Capital Note in the amount of $200,000 was issued by North Fulton on April 15, and was purchased and is held by C&S National;

3. A 5% Capital Note for $100,000, issued December 1, 1964; and a 6% Convertible Debenture for $125,000, issued November 1, 1968, by Sandy Springs was purchased and is held by C&S National;

4. A $400,000 6% Convertible Debenture was issued by Tucker on December 16, 1968, and was purchased and is held by C&S National.

Combining the above with the 5% stock interest held by the C&S Holding Company in each of the above banks shows

the support that C&S National has given in terms of capital dollars: 33.7% of the capital of Chamblee, 36.66% of the capital of North Fulton, 37.88% of the capital of Sandy Springs and 41% of the capital of Tucker.*

(Correspondingly, the officers and staff of Chamblee, Sandy Springs, Tucker, and Park National helped to place among their customers and friends 5,670 shares of C&S National stock during C&S National's 1970 stock offering.)

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*See Exhibit V — Statistics on percentage of capital contributed by C&S.

I. HOW STONE MOUNTAIN IS DIFFERENT

The Stone Mountain Bank had its beginning as a result of a visit by Mills Lane to a civic group which was interested in preserving Stone Mountain and trying to dress-up the town of Stone Mountain. Apparently in the conversation, the fact was brought up that the members of this group had talked for many years about starting a bank, and Mr. Lane suggested that perhaps Mr. Arthur Drew, who was a retired former C&S officer, might be available to run such a bank. Mr. Lane offered to give them any assistance that we would normally give any correspondent bank.

The bank was then organized with the McCurdy family in Stone Mountain being the dominant group. Some assistance was given to the organizers by the Correspondent Bank Department of C&S National, just as they would have done for any prospective correspondent bank. No C&S personnel played any role in sale of stock or selection of directors.

The bank opened for business in 1957 as an independent bank. C&S had no stock interest in the bank.

In the middle of 1959 some of the original organizers came to C&S National and asked for help. They were

experiencing credit problems and felt that they needed someone to help them who was more familiar with day-to-day bank operations than they were. This in itself points out that no C&S guidance was being given them during the first few years of their existence.

At that time a 5% interest was acquired by C&S Holding, and a C&S representative added to their Board of Directors. Also, a C&S officer was named President of the bank and took over the day-to-day operations. The result was gratifying, for the bank immediately began to show improvement; it was doing a good job for the community, the stockholders, and the customers. At all times, the McCurdy family and other local people who were not oriented to C&S National remained in control of a substantial majority of the bank's stock.

In summary, the following vast differences existed between the Stone Mountain situation and that of C&S Sandy Springs, North Fulton, Chamblee, Park National, South DeKalb, and Tucker (since C&S National's involvement):

1) A single related group of stockholders of Stone Mountain controlled at least 1/3 of the stock, as contrasted with a maximum of 10% being held by any individual or related group of the first five banks listed above and 17% in the case of Tucker.

2) C&S National and C&S oriented groups were never the dominant stockholders of the Stone Mountain Bank, which contrasts sharply with the other six associates.

The contrast between Stone Mountain and the first five of the banks listed above is even more vivid. Stone Mountain was treated as a correspondent and the principals came to us for help after the bank got into trouble, whereas in the other banks, C&S was the dominant organizing group, the Holding Company and closely allied groups the dominant stockholders, and the banks received the guidance and counsel of C&S from their inception to the present, and the expectation of the shareholders was from the very beginning one of being part of the C&S System of Banks.

The primary elements suggesting disaffiliation of Stone Mountain are not and have never been present in either of these six associate banks listed above that we propose to merge with C&S Emory and C&S East Point.